

ROY SORENSEN

THE ART  
OF BOARD  
MEMBER-  
SHIP

A primer for board and  
committee members of  
religious, educational,  
social work, and youth  
organizations

Second  
Printing

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# The Art of Board Membership

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# The Art of



# *Board Membership*

*By ROY SORENSEN*

*Foreword by HARPER SIBLEY*

*Cartoons by GEORGE LICHTY  
Creator of "Grin and Bear It"*

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## FOREWORD

EVERY DAY—EVERY EVENING—elected or selected groups of men and women all over the nation sit down as board trustees or directors to decide what to do and how to do it—and to see that it is done.

Whether they meet in the bankers' club, labor temple, church, or cross-roads schoolhouse; whether they meet to further religion or trade, public or social service, these boards have imbedded a modern version of Plato's planning into our American way of life. Exercising powers vested in them by charters and popular votes of their constituencies, the boards of directors in the United States have become our guidance, our leadership, and our control in almost every phase of our human activities.

This book performs a very useful service for those of us who have been chosen by our contemporaries to conduct our common business. Mr. Sorenson develops insight for all of us in specific methods—defining the jobs of boards, committees, chairmen, and executives. He gently coaches chairmen on how to

plan and handle a good meeting. His trenchant, succinct style enlivens the subject matter. His caricatures of undesirable behavior by board members and executives should go far to lampoon such habit patterns into less prevalence, while his emphasis on the practical politics and social spirit vital to board negotiations should do much to smooth out the personal relations inherent in any functioning group.

I commend *The Art of Board Membership* especially to members of community chest and social service agency boards and to members of official boards of churches. Its value is not limited, however, to board members of non-profit corporations.

HARPER SIBLEY

Rochester, New York

January, 1950

## INTRODUCTION

*Y*OU ARE, OR ARE ABOUT

to become, a board member. In that capacity you feel your community trust and want to do a good job. The duties and problems of boards in voluntary or private agencies have much in common; therefore the experience of many boards can provide answers for you.

This book has been in the making for twenty years. During that time, I visited and studied hundreds of boards in every part of the country. This background was enriched by board members' institutes in a dozen cities and by many more community surveys. Recently, I have been related to a metropolitan board and its subsidiary thirteen branch boards. This experience has been supplemented by the study of pertinent literature, especially those volumes quoted in the text and listed in the bibliography.

Obviously, this book cannot include solutions to every situation. But as a manual for members of boards of directors of nonprofit corporations I trust it will be a guide. References to public boards and

commissions and to business boards are included, to give wider perspective to board members of voluntary agencies.

I have tried to offer practical suggestions from a combination of management and social-work concepts, values, and practices. Some board members assume that boards are run with primary business objectives, with secondary attention to good social and educational processes. Others assume that boards are conducted with primary emphasis upon social and educational processes, with secondary regard for business efficiency. My aim is to suggest sound methods, by blending the contributions of management and social work, and the contributions of specialist and lay board. It is the purpose, also, to suggest how board members, along with executives, staff, and volunteers, can contribute the most toward fulfilling the objectives of the agency and, at the same time, achieve their greatest growth in interest and social outlook.

In the chapters which follow I assume there are distinctions between policy determination and policy execution. These differences define the roles and responsibilities of boards and professionals. Beware lest these distinctions be overdrawn! The administrator is also concerned with legislation, and the board is also concerned with administration. However, the generalization is sound and useful, provided it does not lead to oversimplification and to undue rigidity. There is one essential safeguard to the inevitable mix-

ture of policy and administration, without blurring the distinctions between them. It is the co-operative thinking by policy groups and administrators, together.

Some of this material breaks new ground in fields about which there is little writing. We need more dependable and sound knowledge of boards and their functions. This book is not the first word, and certainly will not be the last. There is much more to learn about boards and board membership of social agencies. Hence, I invite your suggestions and criticisms, that we may all learn from one another.

Roy SORENSEN

San Francisco, 1950



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## BOARDS TODAY

THE PLACE OF BOARDS IN modern business, government, and voluntary societies has reached a new high in social importance and complexity today. Because of this, philosophy and practice regarding board matters have required increasing attention in business, government, and social work.

Board members want a clear sense of their role and of the role of the board as a whole. They have a feeling of duty and want to know how they should work. Comparisons of the major types of boards will help indicate their respective roles.

## IN VOLUNTARY AGENCIES

Hundreds of thousands of American men and women in every town and city serve as directors,

committee members, or volunteers in voluntary social-service agencies.

This is democratic. It signifies that social conscience and willingness to accept community responsibility are alive and expressive. Citizen boards keep democracy green at its roots. They are an important index of our national vitality.

Boards of directors and committees are evidence that American social-service policy is not in the hands of professional experts alone, that cross-sections of homefolks are in control. Our agencies are better run because they are under citizen boards. Clarence King included as his frontispiece, in *Social Agency Boards*, a quotation from an address by Lewis Meriam, of the University of Chicago:

Always and inevitably in a democracy the people must seek the balance between expert service and popular control. Let me close with the thought that, in cases of doubt, they should decide in favor of popular control.<sup>1</sup>

The system of boards and committees working cooperatively with professionals maintains the balance between expert service and popular control, when sound methods are used. The major part of this book is devoted to those methods.

Board membership is also an unsurpassed means

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<sup>1</sup> *Social Agencies Boards and How to Make Them Effective*, Clarence King (New York, Harper and Brothers, 1938), frontispiece quoting Lewis Meriam, *Public Service and Special Training* (Chicago, University of Chicago Press, 1936), p. 41.

of adult education. It provides opportunities to extend knowledge and social outlook, to enjoy association with men and women of like purpose and ideals, and to experience the satisfaction of growth and accomplishment as by-products of doing a job in the community. A clause in the Universal Declaration of Human Rights reads:

Everyone has duties to the community in which alone the free and full development of his personality is possible.<sup>2</sup>

Board and committee service provides humanitarian impulses with normal expression. The neighborliness of a past age has its equivalent in working with organizations for social betterment. Board membership provides a means toward the mastery of problems of social living for average men and women in the communities of our land. Board and committee membership is the way by which democracy trains leadership. It provides the soil in which community leaders find root and grow.

It is because the effective participation of voluntary citizen board members is so essential to grass-roots democracy, to the continuity of lay control of the agencies, to the growth of adult leadership, and to the enthusiasm and unity of the movements that board methods must be sound.

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<sup>2</sup> Section One of Article 29 of the Universal Declaration of Human Rights, approved by the United Nations Assembly at Paris, December, 1948.

Voluntary social-agency boards have undergone changes since their origin. In the early history of most agencies, the work was performed by a group of citizens acting without a professional staff. The program and operations were relatively small and, even with staff, the work could be administered quite informally. With the rise of specialization and professionalization among staffs, and with the growth of agencies to larger enterprises, the relative functions of board and executive have come into a new alignment.

The fact, also, that most voluntary social agencies are incorporated involves the exercise of corporate management under the general laws which create all corporations. Boards, therefore, are more than one more group of volunteers in the agency. They are the legally responsible directors for a corporation with either simple or complex operations, and with multiple trusteeship for members or clients, for staffs, groups of volunteers, and the supporting community.

Also, they conduct their administration in partnership with professional executives who have specialized training and experience.

### IN BUSINESS

Significant changes in business have affected the philosophy and practice of business and industrial boards. James Burnham's *The Managerial Revolution*, published in 1941, made a considerable impact on thinking by calling attention to the separation of

management from ownership. The board of a business enterprise now, with widely distributed stockholdings, becomes responsible for the whole enterprise, in a very broad sense—not merely for dividends to stockholders or for the interests of any special group of stockholders. Boards are trustees of institutions, representing many people who have put up capital, the employees who put their labor and lives in the enterprise, the customers, and the general public.

The influence of recent laws and administrative rulings by the Securities and Exchange Commission has been considerable. Both have increased the public's and the board member's attention to the corporate duties and responsibilities of boards of directors. One of the effects of growing administrative law has been to encourage many corporations to reduce the board membership to as small a number as the law allows and to reduce board records to the barest skeleton of the business transacted.

Board members of business corporations have, therefore, been giving more attention to the functions of directors, the methods of performing these functions, trends in the attitudes and functions of directors, the need of adapting boards to the personalities and problems of individual companies, and the possibility of making boards more effective by clarifying the concept of trusteeship and the position of board chairmen.<sup>3</sup>

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<sup>3</sup> *Directors and Their Functions*, J. C. Baker (Andover, Massachusetts, Andover Press, 1946), p. 10.

### IN GOVERNMENT

Most government work is carried on by the single administrator, without boards or commissions, under policies determined by law. This is usually true where major policies and objectives are generally accepted, where standards and techniques are well developed, and where the public interest is well defined and broadly recognized. This is true especially where quick decisions and quick action are essential to personal and community protection, such as police, fire, and prison administration.

However, boards and commissions are widely used in government where it is wise to protect administrative integrity against hostile outside pressures, where there are irreconcilable differences of opinion in the community, where standards and techniques have not yet gained lay acceptance, and where policy must be determined.

There are administrative boards with power to appoint, employ, and dismiss the executive; and with responsibility for policy decisions which are binding upon executive, staff, and the whole organization. School boards, park boards, recreation boards, and public-welfare boards illustrate such bodies.

Such regulative commissions as the Public Utility, Industrial Accident, Interstate Commerce, and Federal Trade Commissions, with quasi-judicial and quasi-legislative functions, have arisen in recent times. They provide continuity of policy and inde-

dependence of action which would not be so well obtained by a single administrator.

Advisory boards are groups of experts or representatives of the general public, or both, appointed as a consultative group. They have no power to appoint or to make binding policy decisions. They merely advise and interpret. Their effectiveness depends upon:

1. The members' influence in the community.
2. The time and skill of the administrators in putting appropriate matters before the advisory group for consideration.
3. The wisdom resulting from this consideration and its value to the public officials.
4. The extent to which the board promulgates sound objectives.

## DIFFERENCES IN BOARDS

**F**AILED TO REALIZE that boards are different in various sizes and types of agencies confuses some board members. Too frequently, board members carry over to a new board situation the experience of the past, without recognizing differences.

Businessmen with corporation or public board experience generally favor a small board, short meetings, and few committees. They like to give the executive broad administrative authority and expect him to handle details.

On the other hand, women more often come out of organizations where most of the program is carried on by volunteers, without professional staff serv-

ice. Because of this experience with administration as well as policy, women are likely to expect much of the operating detail in a social agency to be dealt with by the board, are prone to delegate broad powers to committees, and sometimes expect the chairman of the board to function as the executive of the agency.

These differences are not of gender; nor does the generalization above mean that all men and all women fall into two stereotypes. Indeed, men and women who have been on small agency boards go on large boards and express some surprise at the new procedures. Or, they go to a small agency board and expect it to function like the large one on which they had served previously.



THE EXCLUSIVE SET.

Executives, also, may learn how to work with a board in a small agency, where more informal processes are not only possible but better. When they go to a large agency, they often resist changing their method. Instead of working with the board in ways appropriate to the more complex situation, they persevere in their set ways, rationalizing the continuity of small agency methods with defensive catch phrases about "democracy" and "educating the board." Also, executives reared in a large agency staff frequently go to a small agency and attempt to carry over the administrative authority and more formal board methods they exercised in the old situation.

It is false to assume that there is one best size of board, one right policy on the use of standing committees, or one correct role of the executive in relation to the board's functions. There are important differences between boards of differing sizes of voluntary agency operations and between voluntary and public agency boards.

#### **DIFFERENCES IN THE SIZE OF THE ENTERPRISE**

It is possible for a board of a small agency, with one or two staff assistants, modest budget, and no property, to do things boards of larger agencies cannot do. Such a board, in a single meeting, can draw up a budget for the next year. The few simple items can be studied, one by one. It is not necessary for the executive to have a budget ready to recommend. The board can consider a new problem, discuss it, and

take action. Business is not so pressing that time cannot be found to present the problem on the agenda. The executive does not need to submit an executive recommendation.

In a board of a medium-sized agency, much can be done just as informally, but the increase in operating load and the number of decisions required make it necessary, occasionally, for a committee or executive to formulate a recommendation prior to board discussion.

A board of a large agency with considerable property, employees, and budget has a more complex problem, however. Its complicated budget must be worked over by staff and finance committee, and put into a finished form for action. The problems are many, so the board must expect most of its business to be screened and presented as recommendations, with supporting documents, as a basis for group thinking and action. Likewise, the executive must be given broader management authority to prevent a deluge of operating details cluttering up the board's agenda. Especially are these differences true of multiple-function agencies, as contrasted with single-function agencies, and of metropolitan agencies with several units in various neighborhoods, as contrasted with single-unit and one-community operations.

#### DIFFERENCES IN THE HABITS OF BOARDS

Boards develop traits, characteristics, and habitual

ways of work just as do individuals. They also differ widely in ability to handle their business. These factors influence how much business a board can handle and what methods are appropriate.

For example, if a board tends to accept recommendations from committees or the executive without question, it is wise to avoid definite recommendations as much as possible, at least for a time. Among other methods, a choice should be presented between alternative recommendations on important issues, forcing the board to take some responsibility for a decision.

Habits of domination, as well as habits of following, are strong. The choice of methods will vary, depending upon which of these habits have been developed in a board. Some boards transact their business entirely on the basis of group thinking. The committees and the executive never bring formulated recommendations to the board for action. Other boards provide little opportunity for group thinking. Committees and the executive always bring formulated recommendations to the board for action. Both of these habits are extreme and call for conscious introduction of corrective methods.

#### DIFFERENCES BETWEEN VOLUNTARY AND PUBLIC AGENCIES

The board of a voluntary agency has much wider latitude in determining policies than do public boards. Congress is in a sense the "Board" of the

United States of America, as the City Council is the "Board" of a city. Legislative bodies set many of the policies under which public agencies function by the original acts which created them, and by subsequent acts and amendments. Thus, a public agency board functions within a framework of policies determined for it and, in that sense, shares its policy function with the legislative body. Voluntary agencies have no comparable framework of prescribed policy, although such national agencies as the Red Cross, Salvation Army, Boy Scouts, and churches do set some policies and operating procedures which affect local boards. Some national agencies prescribe, some recommend, and some do both.

There are other differences between public and voluntary agencies which affect board practices:

1. Public agencies are coercive, in the sense that legal sanctions support governmental activity. Something can be done to people who do not obey. Voluntary agencies lack the force of law and must rely on persuasion.
2. Voluntary agencies depend upon continuous promotion of supporters and members in a different sense from that required of public agencies. Voluntary agencies conduct membership enrollments, benefits, cookie sales, fashion shows, and other fund-raising events; they campaign for contributions, and they solicit bequests and gifts.
3. There is a political difference, too. Public agen-

cies are continually affected by elections, by legislative actions determining tax rates, appropriations, bond issues, and policies. This places public boards in the position of affecting and being affected by the political forces which work out community compromises and action. There is something of politics in every voluntary agency board, in the sense that the board must influence and be influenced by the opinion of the people who support the agency. The voluntary board heads a social agency's politics; the public agency board is a subsidiary incident in the community's politics.

### **IMPLICATIONS OF VOLUNTARY AND PUBLIC DIFFERENCES FOR BOARDS**

#### **SIZE**

Generally, voluntary agency boards are larger than public boards and commissions. The promotional factor makes it desirable to interest many people and get much backing. The fact that boards of voluntary agencies have such wide policy latitude makes it unwise to concentrate this authority in too few hands.

#### **FUNCTIONS**

Boards of voluntary agencies are generally encouraged to make a wide range of decisions, while public boards and commissions generally tend to keep the maximum of operating decisions in the hands of a single public professional administrator. Having boards of voluntary agencies assume as much respon-

sibility as possible whets the board members' interest and involves them deeper in concern for and support of the agency.

#### USE OF COMMITTEES

Boards of voluntary agencies make more use of standing committees than do public boards and commissions. This is a means of interesting and involving more people. Public agencies tend to discourage use of standing committees, considering them encumbrances upon management.

#### TENURE

Boards of voluntary agencies have tended toward long tenure, while public boards and commissions encourage turnover through short, staggered terms. It is easy to understand why voluntary agencies are loath to see faithful supporters leave their boards. But this attitude is changing considerably, and voluntary agencies are tending toward tenure rules, although for longer terms than are usually set for membership on public boards and commissions.

Small boards, few (if any) standing committees, and sharp delineation between executive and board functions are generally considered efficient practice in business and public administration. In big voluntary enterprises, it is considered more efficient to have large boards, use standing committees, and be less rigid about lines of responsibility and authority between boards and executives. Participation and sup-

port are larger values for them than mere operating efficiency.

Exhibit I in the Appendix compares different types of boards.

CHAPTER 3

FUNCTIONS AND  
DUTIES OF  
BOARDS

7HERE ARE VARIOUS ways by which the functions, powers, and duties of boards can be defined.

IN TERMS OF POLICY DETERMINATION

A policy, in the sense used in this volume, is a definite course of action adopted by a board of directors. It defines what shall be done, what purposes shall be pursued, what principles shall govern, what program shall be followed, what financial procedures shall operate, what the personnel practices shall be, and what courses of action shall be taken. Policies are guides to everyone in the organization, volunteers

and employees, in all applicable situations. Only the board can change policy or vote exceptions.

The differences between policy and day-to-day operating decisions are frequently misunderstood. As many decisions made from day to day by staff and volunteers actually represent policy, the administrative and program task is simplified by the adoption of guiding policies on these matters. Lack of policy burdens staff and operation with many repetitive decisions. Because operating policies contribute to the efficiency of everyone, the executive should be alert to spot those problems which have come up before. Then, the board or committee can determine what policy or action should be taken in the future.

An oversimplified generalization is that policy formulation and planning are the responsibility of both board and committee members and of professional staff. Planning includes the clarification of long- and short-range objectives.

Actually, policy determination is the responsibility of the board alone. This derives from the board's legal status and its relationship to the community.

However, policy execution is the responsibility of the executive and his staff. Once policies are established, it is the task of the professional to see that they are carried out. Volunteers, including board members, may participate; but the executive is ultimately responsible to the board for results, no matter who joins in the work.

**IN TERMS OF PROCEDURES<sup>1</sup>**

Another way to define the job of boards is to suggest the procedures they follow, such as reviewing, confirming, counseling, deciding, and negotiating:

1. By reviewing operating and financial statements, reports and minutes of meetings, the board keeps informed of executive acts and committee actions, thus tacitly passing on these actions.
2. The board confirms, modifies, or rejects executive or committee proposals. After asking discerning questions, the board generally confirms and thus validates the executive or committee decision. Although the refusal to confirm may be infrequent, this fact does not reduce the board to a rubber stamp. When executives know the board will question their proposals, they support their recommendations with careful analysis and planning.
3. Advice is provided by the board when plans or administrative decisions are in initial stages. The board meeting provides group judgment on matters where the executive seeks such counsel. Likewise, informal conferences outside the meeting enable individual board members to give the executive encouragement, guidance, or caution.
4. To consider, debate, and decide an issue is a board's primary function. The board takes jurisdiction over those areas for which it is legally respon-

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<sup>1</sup> *Directors and Their Functions*, J. C. Baker (Andover, Massachusetts, Andover Press, 1945), pp. 16 and 17.

sible. It weighs the result of investigation, chooses the executive, decides personnel policy, restates objectives, changes by-laws, determines maintenance reserve policy for property, or changes program. It determines courses of action, settles or adjudicates conflicts, and makes decisions.

5. The board as a whole, or by appointed representation, negotiates in behalf of the agency with such bodies as the community chest, public groups, petitioners, or labor unions.

#### **IN TERMS OF MORE SPECIFIC FUNCTIONS AND DUTIES**

The more useful catalogue of functions and duties may be in terms of the content of the business for which a board is responsible.

Specific functions and duties of a board are:

1. To perform its legal responsibility.
2. To set up by-laws, regulations, and operating procedures.
3. To select, employ, and if necessary dismiss the executive.
4. To control the operating budget, the financial plan, and the insurance program.
5. To care for and maintain property.
6. To be responsible for program.
7. To assure sound personnel policies and select staff.
8. To maintain good public relations.

9. To appoint, commission, supervise, and receive reports from committees.

A detailed description of each of these follows.

#### TO PERFORM ITS LEGAL RESPONSIBILITY

Most agencies are incorporated and boards are legally bound to carry out purposes set forth in the articles of incorporation. Board action is required for contracts and bank signatures. Duties prescribed by the articles of incorporation and by-laws, and other corporate actions of the agency, also require board resolution.

Legal counsel is needed occasionally by smaller agencies and fairly regularly by large agencies. Many boards enlist the services of public-spirited attorneys, who sometimes serve on the board.

#### TO ADOPT BY-LAWS, REGULATIONS, AND OPERATING PROCEDURES

To govern its own work, every board should have a simple and brief, but specific, set of by-laws. They should provide clear duties of the officers of the board and the procedures by which the board will transact its business. Long, detailed rules unduly restrict a board.

Large agencies require comprehensive statements of policies, principles, and procedures. Some have developed a looseleaf guide to bring together such general policies and procedures as are adopted from time to time. Only important items are included,

leaving operating details and rules to the administration. The management in one Y.M.C.A. has codified policy and procedures to include:

A. Purpose:

1. Religious Philosophy.

B. Policy:

1. Program Policy.
2. General Policies.

C. Organization:

1. Charter of the Association.
2. By-laws of the Association.
3. Organization Charts.
4. Division of Responsibility of Metropolitan Staff.
5. Suggested Specifications for Members of Boards of Management.
6. Branch By-laws.

D. Personnel:

1. Personnel Policy.
2. Industrial Welfare Commission Order.
3. Arrangements with Unions.
4. Pay-roll Procedure.

E. Procedure:

1. Accounting Procedure:
  - a. Purchasing and invoice procedure.
  - b. Inventories of items for resale.
  - c. Revolving fund—petty cash.

- d. Federal admissions tax.
- e. Federal excise tax.
- f. Chart of accounts.
- g. Journal vouchers.
- h. Cash and income accounting.

2. Other Procedure:

- a. Checks—accepting, cashing, collecting.
- b. Legal papers, contracts, leases, summons, notices concerning the Association.
- c. What to do in emergencies, such as injuries.
- d. Rules covering residence halls.

It is the board's duty to map general operating procedures, in co-operation with the executive, and to revise them periodically.

**TO SELECT, EMPLOY, AND IF NECESSARY  
DISMISS THE EXECUTIVE**

The most important function of a board is to select its executive. The executive, more than any other one factor, determines the agency performance, the effectiveness of staff, the efficiency of operation, and the quality of board membership. A poor executive wreaks immeasurable harm on the agency, the staff, and the community. Hence, the board should seek the best executive available.

A staff favorite, a local candidate, or someone urged by any individual or group should be appraised on the same objective basis as others. Too much is at stake to let seniority, low salary, or personal loyalties interfere with the securing of the best-qualified per-

son. It is easier to hire an adequate executive than it is to dismiss an inadequate one. National agency representatives and persons well acquainted with the field can provide invaluable counsel on executives. Their advice should be sought.

To choose a qualified executive:

1. Determine qualifications (age, experience, training, special abilities, and personal attainments) and decide upon procedure (method of contacting, judging, and selecting candidate; and use of outside professional help in securing names and in selection).
2. Consider as many candidates as possible.
3. Check references carefully and seek additional reports concerning each candidate's record, to determine the relation of the candidate's qualifications and experience to the very specific needs of the job under consideration. Eliminate those who do not meet usual agency standards.
4. Have someone visit the community in which the leading candidate last worked and talk to employers, board members, and community leaders. If a visit is not possible, information should be sought by mail.
5. Interview candidates and ask questions about local agency problems. The answers indicate judgment and personality.
6. Employ the best-qualified person, even if it is necessary to raise the salary scale. Unless an agency competes in salary with similar agencies elsewhere, it risks getting a poorly qualified executive or losing a

well-qualified one to an organization which pays more.

After a new executive is employed, the board often neglects an important responsibility. Proper initiation of the appointee can launch him quickly and favorably as a part of the community. If the executive must forge his own way, without help from board members, it will be a long time, if ever, before he attains his rightful position in the community. His appointment should be followed up with press announcements, receptions, and early speaking opportunities. He should be taken as a guest to clubs and civic functions, and favorably introduced to those he will meet in his work. Helping a new executive get started adds to his effectiveness and lends prestige to the agency.

Dismissing an executive requires conscientious courage. Frequently, boards are so sentimental or uncritical that they do an executive an injustice by letting him stay on. This injures his self-respect and confidence, and cuts down the prestige and effectiveness of the agency. If the board is alert, the members should become aware of an executive's limitations before they are generally known in the community.

Voluntary agency boards are notoriously reluctant to replace executives, even after it has long been apparent to others that a change is needed. This is one negative result of large boards. It is also true that an executive's success or failure is not as apparent in an

agency as in business, where, for example, sales volume and profit are clearly related to administration. The size of case load or membership in a social agency does not always indicate good management. In fact, a case load or membership too large in relation to staff and volunteer workers may be a sign of a poor agency.

There are several typical blocks in board thinking when it appears that a change of executive is needed:

1. Belief that the inadequate incumbent is typical of his profession and that a change would probably not be for the better. "We could do worse." Outside consultation with persons who know the field can affirm or discount this belief.

2. Unwillingness to force the issue until the executive gets another position. If he is not succeeding, it is unlikely that an equal offer will ever come. Usually, people do not accept a less responsible and perhaps less remunerative position until they must. Yet, after a painful period of readjustment, most find re-employment. Those totally unemployable, even in a more modest job, certainly are unqualified for an executive's post.

3. Fear of splitting the board. This is a real danger if the matter is not skillfully handled. One board took two years to change an executive. During this period, unconvinced board members were asked to observe for themselves his limitations.

4. Understandable reluctance to undertake un-

pleasantness. This is especially true when board opinion is divided. Some fever inevitably accompanies an operation, but after the fever subsides, the patient feels better than before the surgery. Satisfactions which follow outweigh the transient unpleasantness. But blundering, tactlessness, and impatience in the replacement of executive or staff can cause serious morale problems in an agency.

Of course when a chairman or a group of board members are convinced that a change should be made, they should proceed in a kind, orderly, and professional manner. The chairman, alone or with one or more board members, should discuss the matter freely and frankly with the executive, inviting his co-operation. Thus approached, most executives will either resign or convince the board that they can correct the unfavorable conditions. A resignation may be made effective at a mutually acceptable future time, with the smallest amount of feeling. The executive should always be given the privilege of resigning for his own reasons, with enough time to become emotionally adjusted to the change.

It is much to the advantage of both executive and board to be saved the necessity of building up a bill of particulars in a board meeting, a discussion of the issue, and a formal resolution to dismiss. If the executive refuses to co-operate, however, the board is left with no other alternative.

**TO CONTROL OPERATING BUDGET, THE FINANCIAL  
PLAN, AND THE INSURANCE PROGRAM**

One of the large responsibilities of the board is to make certain that agency finances are properly administered. This involves seeing that sufficient revenue is obtained, that funds are spent without waste, and that accounting and auditing are efficient.

*Income.* Before the days of community chests, when raising money was a major activity of all voluntary boards, affluent people were required for board membership. While joint financing has changed this for many organizations, fund raising is still a very important responsibility of boards of voluntary agencies. In 1948, the City Social Service Bureau of Los Angeles approved 1,291 solicitations which raised \$31,000,000. The community chest raised \$6,361,335 of this in but one of the campaigns. There are many boards outside of chest relationships. Those which are members of chests also continue to carry responsibility for capital solicitation for facility improvements, memberships, camperships, benefits, sales, and overseas projects.

With community chests, the boards have a responsibility to work as hard as they can in the mutual campaign for joint funds. While they have a responsibility to interpret adequately the financial needs of their agency to the chest budget committee, board members should recognize the total community complement of service, and not fight unreasonable battles

for their agency when the money is insufficient to take care of all the agencies.

In periods of rising costs or declining chest subsidies, a board faces a financial stringency. There are three courses of action:

1. Make all possible and reasonable economies. Here the board depends upon the creativity of the executive, who is close to the day-by-day operations.
2. See that all obtainable moneys are secured. Fees and charges should be re-examined. Efforts which do not infringe on federated financing, such as benefits, sales, and membership drives, should be undertaken.
3. If these steps do not balance the budget, curtail expenses, starting on items which contribute least to the direct service of the agency's constituency.

A fairly common lack of preparation and honesty has been observed in budgets presented to chests by board members and executives in many cities. They come in, year after year, threatening to cut down their programs if they are not granted their full requests. Yet, when their allotment is scaled down, their programs go on apparently as before. There appear to be either limitations in analyzing costs, a hidden desire to expand, or careless administration which doesn't plan to operate at the peak of efficiency. When agencies mean it, they present facts to support an honest warning that service must be curtailed if funds are not fully provided, and they re-

strict activities when funds are not provided. Chest budget committees treat these requests more seriously. On the other hand, there is the faulty preparation by agencies which try to co-operate. They report they can carry the same work with less money, then find they cannot. The point here is for honesty and clear facts to support what can and cannot be done.

*Budgeting.* The budget is more than a readjusted column of figures. It is the most crucial part of program planning. Once set up, it is the master plan for administering the agency. The steps the board takes in budgeting are as follows:

1. Board members in a small agency, or the executive and staff in a large one, look ahead to the coming year and forecast changes in program, costs, and personnel. A list is made of factors to be planned for in the budget.
2. The budget is prepared by the board itself in a small agency, by a finance committee in a medium-sized agency, and by the executive and staff in a large agency. If prepared by the executive, the budget goes to the finance committee for review and recommendation to the board. In all cases, the board adopts a budget.
3. A community chest agency submits its budget to the chest; its board representatives participate in a hearing; and, after the campaign and chest board

action, the agency is informed concerning the allocation.

4. Frequently, a budget must be revised to meet a chest's allocation. This is done the same way the budget was originally prepared.

5. The board then adopts the revised budget.

6. Administration of the budget is then the executive's responsibility, with board action required for changes or unusual expenditures.

7. The board receives, reviews, and appraises periodic reports during the year.

8. At the close of the fiscal year, the board exacts an independent audit of accounts.

**Insurance.** It is the board's responsibility to see that the agency is protected by insurance, usually against fire, theft, embezzlement, public liability, and injury to employees. Retirement, hospital, and group insurance for employees are also matters for board decision. Because of the many kinds of policies, the board should have the advice of one or more insurance counselors, in order that enough protection, and not too much, is carried.

An insurance adviser can help select the kind of insurance needed and suitable kinds of policies; select the companies from which to buy; arrange expiration dates so that premium dates will be evenly divided; determine the amount of coverage; make structural changes in buildings to secure lower rates; change housekeeping methods to effect lower rates; and develop a program of fire pre-

vention through good management and watchful attention to hazardous conditions.<sup>2</sup>

The business and financial affairs of an agency should not be slighted or exaggerated in importance. Intelligent attention must be given to sound financing, or the agency suffers. But many boards are inclined to devote too much time, effort, and heat to finances and business affairs.

#### **TO CARE FOR AND MAINTAIN PROPERTY**

For those agencies which own and operate facilities, the board acts as trustees for the property, with a responsibility for maintenance. Neglect constitutes living off the capital of a previous period.

Boards should provide for a reasonable maintenance budget and for a periodic inspection of property, in order that the need for repairs will not go too long undiscovered. The consulting service of a public-spirited engineer, architect, or contractor should be enlisted. Funds for renovation and modernization are a board responsibility.

#### **TO BE RESPONSIBLE FOR PROGRAM**

Formulation of the service policies and program of an agency is a co-operative process involving the board, interested volunteers, the professional staff, and, in many types of agencies, those being served.

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<sup>2</sup> Schools in Small Communities, Seventeenth Yearbook (Washington, D. C., American Association of School Administrators, 1939), pp. 404 and 405.

**THE STUFFED SHIRT**

"Does not get in very deep, but prizes his name on the letterhead."

In earlier days, the board members of social-service agencies were closer to the actual programs of the agencies. Frequently, they were co-workers with the staff. As one pioneer said in the 1880's: "The organization was formed so that laymen might engage in good works directly, rather than only indirectly through the hiring of paid workers."

With technical specialization of health, child care, family service and case work, recreation and group

work, and other professional developments, the board functions have changed and often are not clear with regard to program responsibility.

Board members give their time because of faith in what the agency is doing. The organizational, financial, personnel, property, and public-relations questions are undertaken to help further this work. To neglect the program responsibility of the board is to reduce it to a remote, unsatisfying, and routine running of a machine.

Equally important is the fact that citizen influence and control of the actual service policies is lost when the board neglects its program responsibility.

The program plans of an agency are sounder when they blend the dreams of the experts and the realities of the community. The board members know better than professional executives what the community wants and will accept. Executives who do not take pains to share information about complicated social-work practices, on the ground that volunteer board members lack professional backgrounds, come to critical hours occasionally. Then they find they lack the support of those on whom they must depend for understanding and backing.

In program or service matters, as in all other policy matters, the staff serve as technical advisers. The board takes the responsibility before the public for its decisions. The staff accept these decisions and becomes the agent of the board in carrying them out.

The responsibilities of board members for program or service are:

1. To know the characteristics of a good service program of the kind carried on by the agency. This involves some reading, some conferences, and conversations with persons informed in the field. One reason why ineffective executives are frequently retained is that boards do not know the elements are criteria of a good program in their type of agency. Board members need to know enough about the agency's place in the community to know what the agency can and cannot do. At times, new and old board members alike get carried away with the conviction that there is nothing an agency cannot undertake. They get upset when, in the cooling of their enthusiasm, they face the actual facts.
2. To formulate and adopt program policy in writing. It should declare purpose, define constituency, indicate the scope of the service program, and specify program emphases and priorities.
3. To hold the executive responsible for studying needs in the community and for recommending changes in program. When evaluations are made and changes proposed, the board itself must decide upon their merits, so as to approve, reject, or modify. This decision cannot be made by perfunctory approval of staff recommendations. Careful weighing of all factors is required.

**TO ASSURE SOUND PERSONNEL  
POLICIES AND SELECT STAFF**

Good work can be expected only from a well-prepared and professionally qualified staff. Therefore the employment of the best people and provision of conditions conducive to the best work are important functions of the board.

Personnel problems must not be left to chance or to decisions based on expediency. They will not take care of themselves. Only by careful, continuous planning will the agency operate under consistent policies.<sup>3</sup>

The personnel functions of the board are:

1. *To adopt and periodically review a personnel policy.* An agency cannot stand out for social welfare in a community and at the same time deny sick-leave benefits, dismiss employees without just cause or hearings, or practice unjustified salary discriminations.
2. *To create the positions by resolution.* In small agencies, the board should act on all of them; in large ones, the board should create the major positions, leaving minor ones to the executive.
3. *To employ staff by resolution.* The board should delegate to the executive the responsibility for investigating qualifications and recommending staff and employee appointments. The board exercises the

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<sup>3</sup> *School Boards in Action*, Twenty-fourth Yearbook (Washington, D. C., American Association of School Administrators, 1946), p. 100.

formal employment function. In large agencies, formal action to employ is limited to major positions, and the executive is empowered to fill in vacancies. Frequently, the personnel policy provides for employment only of certified people or those who meet certain professional standards.

4. To authorize and then approve classification of employees. This is needed in large agencies, where the number of employees makes grouping by types of positions essential for salary scales.

5. To act upon salary decisions and schedules. In small agencies, salaries are reviewed by the board. In larger agencies, personnel committees or wage committees periodically review salaries and recommend changes to the finance committee, either when the new budget is being set up or at other periods of the year. In times of rising cost and stationary subsidies, many boards must decide this most important question: Shall staff be reduced and salaries increased to meet rising costs of living, or shall all staff be retained and salaries kept stationary? Some boards decide to keep fewer people and move salaries up because they believe a voluntary agency performs best by sacrificing volume and protecting the quality of staff. Other boards take a chance on a turn of fortune before the consequences catch up and retain full staff with inadequate salary adjustments.

6. To provide for retirement of workers. Up to recent years, many voluntary agencies were without

retirement provisions. The recent retirement plan, initiated by the Community Chests and Councils, Incorporated, and accepted by most local community chest budget committees, has resulted in similar provisions by many other boards.

Although the personnel functions listed above are those of the board, actual personnel administration is the responsibility of the executive. This division of functions is important. The reasons for placing full responsibility for personnel administration upon the executive are readily apparent. Multiple bosses create chaos. The line of responsibility, down to staff and up to executive, must be a single one. Staff, then, does not have to respond to conflicting authorities, and the executive can fulfill his administrative responsibility. Also, the many day-by-day situations, which require intimate knowledge of the persons and the work, can only be met intelligently by the person executively responsible. In cases where employees feel they have a grievance unheeded by the executive, the right of appeal to the board should be provided. Only confusion and damaged morale can result from the board as a whole, the president, or individual board members crossing this line and transgressing in the administration of personnel.

There are two keys to good personnel administration: an intelligent pattern adopted in written form by the board, and a qualified executive to apply it.

**TO MAINTAIN GOOD PUBLIC RELATIONS**

How the community regards the agency is certainly important to the agency's future. The community's continuing confidence and support are dependent upon a reasonably high regard for the agency, and upon some information concerning what it is trying to do and what it actually does. The board has a great deal to do with public relations, as do all the volunteers related to the agency. How the community regards any agency will be determined:

1. *By whether or not it is a good agency.* The total impact on the community is the primary and powerful public-relations determinant. Attempting to save a poor agency by an elaborate public-relations program is hypocrisy and is doomed to failure. Publicity tricks cannot substitute for a good job. The board, by performing creditably the functions described in this chapter, is thus fulfilling one of the important functions of public relations.

2. *By the sponsorship and prestige of the board.* The board dignifies and lends importance to the agency. Sometimes it even makes it fashionable!

The reputation of the board members is a generally accepted way of guaranteeing to the community the integrity of the agency. One way a community judges whether an agency is doing what it exists for, whether it is really needed, and whether its money is well spent is by its faith in the citizens on the board.

This fact carries with it a critical obligation. If board members take too much for granted, get completely institutionalized, lose their curiosity by long association, establish too close a friendship with the executive, lack familiarity with good standards of work, or in other ways cease to represent the community objectively, then they fail in their trusteeship, yet by their sponsorship and prestige falsely guarantee the effectiveness of the agency.

3. By the way community relationships are conducted. Contacts with community chest budget committees, social planning bodies, civic groups, service clubs, and other such groups determine many attitudes toward the agency. Board members assist in many of these relationships. They go before budget committees, represent the agency as members in a social planning body, or meet with representatives of other groups in behalf of mutual interests.

In their other community activities, board members are in a position to learn of adverse attitudes which have been created in these relationships, and should be quick to discern and correct bad handling of situations by board members or staff.

4. By informal interpretation and testimony by those who know. A starting point for public information is well-informed board members, volunteers, and employees. Dinner conversation in homes, talk in the clubs, civic groups, women's groups, and business circles are invaluable means of spreading information and confidence. A whispering campaign can

be good as well as bad, and people are impressed when they get the "low-down" from those on the inside.

5. *By organized public-relations efforts.* Annual reports and house organs, speeches, formal meetings, press, television and radio releases, and agency visitation through open houses or "come-and-see tours" are among the important organized ways by which an agency interprets itself. In many large agencies, the board has the advice of a public-relations counsel. It is the function of the board to review periodically these organized efforts and to suggest improvements.

6. *By how the board decides concrete questions with public-relations implications.* Many questions arise which have far-reaching public-relations connotations. For example, the use of facilities by an outside group about which there is divided community feeling; requests to sponsor jointly or participate in various community events; policies in conduct of a forum; whether to back, oppose, or ignore a legislative issue which affects the agency or its program; and what kind of statement to issue on a change of policy, controversy involving the agency, or other matter of public interest arising within the agency.

The board improves or weakens the public relations of the agency by the wisdom or indiscretion, tact or arbitrariness, care or neglect of these matters, which are delicate and susceptible of wide repercussion.

**TO APPOINT, COMMISSION, SUPERVISE, AND  
RECEIVE REPORTS FROM COMMITTEES**

It is the duty of boards to create standing committees, to appoint committee members upon the nomination of the board chairman, to issue commissions outlining responsibilities and authorities, to see that they perform their duties, and to receive their reports. Staff members provide services for committees, but it is the board's responsibility to appoint, define, and supervise committees.

By-laws frequently provide for certain standing committees, but only in rare cases are duties and authorities fully prescribed. Some by-laws sketchily outline duties; others do not mention them at all.

If by-laws are kept simple, detailed committee duties and authorities are out of place. But if periodic commissions are not issued, defining duties and setting limits, vagueness and differences in understanding of committee responsibility and authority can be expected.

Committees do not fully function if they see their duties as too limited; yet if committees act with too much authority, the board is weakened in its essential responsibility. Therefore, it is sound practice to issue commissions when committees are appointed and to renew them annually thereafter when committees are re-appointed. Annual commissions provide occasions to change or clarify assignments and re-emphasize them for both old and new members. (See Exhibit III in the Appendix for sample commissions.)

Commissions can be drafted by either the committees or the board and, after negotiation, adopted by the board. While the board has the authority to issue commissions without discussion, consultation assures understanding and acceptance.

It is the job of the board to encourage, strengthen, and supervise committees. Board members suggest people and recruit committee members. They keep informed about committee performance, requiring regular reports. And they lend a hand to strengthen them when needed. One important way to avoid weakening a committee is for the board to refer to it matters within the committee's jurisdiction and to seek its recommendations before acting. Trespassing upon the assignments to standing committees is a sure way to lessen their effectiveness.

## METHODS OF EFFECTIVE BOARD ORGANIZATION

### COMPOSITION AND QUALIFICATIONS

Composition of the board depends to some extent upon the kind of agency and the nature of the constituency. In all cases, board membership should include as wide a spread of interests, vocations, and connections as is consistent with primary qualifications.

### VARIETY OF OCCUPATIONS AND EXPERIENCE

There are members whose chief contribution is business and financial judgment. Others offer such special professional experience as law, medicine, public relations, education, or engineering. Some board

members are highly useful because of intellectual abilities and capacity for analysis. Still others are in a position to feel the pulse of much of the community's organized life. Board members from large business organizations bring one kind of experience; professional people and small entrepreneurs bring another. Educators, clergy, and public officials offer still another kind of experience.

Characteristic differences among board members in their approach to many problems are obvious to anyone who watches for them. Junior as well as senior executives in large business organizations are careful about lines of authority and responsibility, and prove very helpful in personnel matters. Professional and small business people, as well as salesmen and housewives, are less conscious of administrative channels; they tend to deal with personnel matters in a more personal and less objective manner. Lawyers usually look for all the trouble a board can get into when an action is proposed. Doctors make excellent board members, but often assume an authority which develops through their everyday experience in operating room and bedside. Educators and the clergy are usually more sensitive to the social, moral, and educational aspects of a problem.

These rough characterizations are not stereotypes; nor do all board members fall into categories by profession. But there is enough truth in these generalizations to indicate that a variety of vocations and experience is desirable.

Take a piece of paper and analyze the board on which you serve. Group the various vocations and study the spread. Are there gaps or concentrations? It would be surprising if you did not find ideas to pass on to the nominating committee.

In selecting members of the board, it is wise to assemble the greatest number of strengths needed by the particular agency and program at the given time. In considering possibilities, it is sometimes useful to list across a sheet of paper the qualities the nominating committee wants in the board, and then check the potential members in as many columns as possible. This quickly shows those who combine the greatest number of the strengths desired.

There is some advantage in citizens serving on the board of more than one agency, although not necessarily at the same time. They are more valuable when they know about the work of other agencies. With shorter tenure becoming more usual, nominating committees can find good possibilities in those who have served on another community agency board.

The type of agency makes some important differences. Hospitals, tuberculosis associations, and other health agencies require more doctors. The Legal Aid Society needs more lawyers. A community center has neighborhood residents. Boy Scouts, Girl Scouts, and Camp Fire Girl boards will have some members who carry activity responsibility. Y.M.C.A. and Y.W.C.A. boards will have some members who have



**THE ELECTRIFIER**

"**Makes it difficult for others to think and participate in the tension thus created.**"

been related to the agency since they were children or college students.

The size of the community also makes some difference. The bigger it is, the greater the need for large boards with broad representation.

Where there are numerous board members who are also professional agency people, the position of

those members who are nonprofessional frequently becomes difficult. Specialists in chest diseases on a T.B. board occasionally may transfer this authority to organizational and administrative problems; and when there are quite a number of them, the role of nonprofessional members is considerably affected. A predominance of professional social workers on a council of social agency boards makes difficult the role of the nonprofessionals, because here too the experts in social-work practice tend to spread their assumption of authority to all matters under discussion.

Some boards include a number of exprofessionals. Their contribution, closely identified with staff, and their presumption of knowledge of how things are done in the agency, increase the difficulty of participation by cross-section representatives of the community. The former professionals duplicate the contribution the staff makes and reduce the force of noninstitutionalized judgments, which are needed in a proper blend with staff opinion. The service of former professionals can be well utilized as volunteers in the areas of their own skills, without their serving on the board.

It is usually desirable to bring more than one person of a kind onto board membership. The contribution he represents can be more effectively made if there is some reinforcement, if he feels more at home, and if he is not a single symbol but rather an active participator. This applies especially when a minority

person is brought on a board—for example, a neighborhood person on a board on which everyone else comes from outside the neighborhood, a young person if the board is all “old,” a woman on a men’s board or a man on a woman’s board, a Negro on an all-white board or a white member on a Negro board.

#### AGES

Boards should include some members under thirty-five years of age, some between thirty-five and fifty, some between fifty and sixty, and frequently some over sixty. The average on age is not as important as well-balanced representation across these brackets. As a rule, the chief weakness in the age composition of boards is a lack of members under thirty-five.

#### QUALIFICATIONS

Board members should be competent, vocationally successful, and highly respected, with great faith in the enterprise. They should have reputations for character, fairness, co-operation, good judgment, and public spirit. Also, they should possess the spirit of the learner, willing and able to think seriously about problems and procedures.

Such factors should be primary. Considerations such as section of the city or county, occupation, religion, labor or business group should be quite secondary and taken into account only when the primary qualifications are present. It was recently pointed out to a prominent public official that a gov-

ernment advisory committee lacked labor and Farm Bureau representation. He replied:

What I have been proudest of in the composition of the committee is that all of the members have demonstrated a long interest in the activity of the committee. I have not inquired into their politics, religion, or economic affiliations. I would be glad to discover someone in labor or one of the farm groups who has demonstrated such interest, but I am opposed to weakening the character of the committee by appointing someone just because he represents some group.

Agencies are served better when many points of view are represented on boards. This does not hold true if representatives of special groups join boards to serve other purposes than those of the agency. If a representative is elected to the board solely to speak for his minority or group, then he is unfit to help direct the broad affairs of an agency responsible to its total constituency.

#### ORGANIZATION OF BOARDS

Boards choose their own officers in annual election. The by-laws specify the offices and broad duties. A nominating committee of the board usually brings in a recommended slate of officers for election by the board.

Committees are appointed by the chairman or president and are usually ratified by the board.

#### SIZE

In Exhibit I of the Appendix, there are contrasted

various sizes of boards for different types and sizes of agencies. The study of voluntary agency boards in the Kansas City Survey<sup>1</sup> of 1939 showed that one fourth of the thirty-eight boards studied had either less than ten or more than thirty-five members. Those under ten are too small to permit broad representation, and those over thirty-five are too large for much deliberating as a board. Both of these conditions result in management by a few—a small board in the case of those under ten; or, as in those over thirty-five, an executive committee which takes over most of the board functions.

There appears to be some correlation between large boards and poor attendance, and between large boards and infrequent meetings.

### ELECTION OF BOARD MEMBERS

In agencies with small membership, election at an annual meeting upon the recommendation of a nominating committee is adequate. But care must be taken to avoid self-perpetuating boards with ingrowing personnel. Tenure rules are one safeguard.

However, elections in agencies with a large membership are more complicated. Because democracy requires that the membership have an active part in the board elections, three devices are used, often in combination:

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<sup>1</sup> *Community Survey of Social and Health Work in Kansas City, Missouri*, Roy Sorenson (Community Chests and Councils, Inc., 1939), p. 23.

1. Competitive elections by ballot from double or multiple slates, prepared by a nominating committee, which is often chosen by the membership in the preceding election. While this creates more excitement among the members, it has serious limitations. Selection of candidates is restricted by the reluctance of some very desirable prospects to compete in an election, but who would otherwise accept board membership. An even more serious limitation is that certain groups are likely to vote in blocks for their candidates, making it difficult for a citizen-at-large to win enough unpledged votes to qualify.

Modifications of the competitive election are used by some agencies. In one method, certain numbers of board members are elected from double or multiple slates, and the rest are presented for election as board members-at-large on single slates. Another is to deliberately provide vacancies, which the board itself can fill by its own selection, to round out representation.

2. A nominating committee, composed of several board members and several representatives of membership, is sometimes used to give some voice outside of the board.

3. Various electoral councils and member councils have been developed in large agencies as a means of electing the board from membership. These have advantages, but effort is required to keep the process meaningful, or it too will lapse into just one more machine to operate.

## LENGTH OF TERM AND TENURE OF BOARD MEMBERS AND CHAIRMAN

### LENGTH OF TERM

The usual practice is for one-third of the board members to be elected each year for a three-year term.

### TENURE OF BOARD MEMBERS

In recent years, tenure rules for board members have become more prevalent. Some boards have written in their by-laws two terms of three years each as the limit for board members; some have three terms of three years each. Then, after one year off the board, they are again eligible for election.

There are good reasons for tenure rules:

1. Reasonable turnover of board membership is desirable. Freshness of view and a challenge to settled ways result from some change. Institutionalization is strong in static boards.
2. When long tenure is the rule throughout the community, few people over the years ever become directors. This bars the citizenry from intimate contact with the direction of its social agencies. Less leadership is developed, public relations suffer, less varied contributions are made, and the agencies and the community are farther apart.
3. Tenure rules provide an impersonal way of removing those members whose contributions have been negligible or who, for one reason or another,

have become problems. If tenure is limited, no discrimination is felt by those who are dropped.

Unusually valuable board members can be re-elected after their year of absence. Meanwhile, they can continue in committee service or sit on advisory bodies or senior councils, as indeed they do in some agencies.

An example of too long tenure as a community pattern was observed by the Kansas City Survey.<sup>2</sup> Thirty per cent of the boards had an average tenure for all board members of ten years or more. One board had an average tenure record of twenty years. Two-thirds of the thirty-eight boards of voluntary agencies studied had either no tenure policy at all or a life-tenure policy.

Tenure of school boards is reported by the National Education Association Research Division:

A majority of present board members have served from two to nine years; the median years of service is 6.7 years. The median length of service ranges from 5.2 years on small rural boards to 8.3 years in villages less than 2500 in population. A little over six per cent of present board members have served twenty or more years.<sup>3</sup>

#### TENURE OF CHAIRMEN OR PRESIDENTS

There appears to be even more reason for tenure

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<sup>2</sup> *Ibid.*

<sup>3</sup> *School Boards in Action*, Twenty-fourth Yearbook (Washington, D. C., American Association of School Administrators, 1946), p. 44.

rules applying to presidents or chairmen of boards than to board members. The more outstanding the chairman, the more dependent the board. The less competent the chairman, the more reason for shorter tenure. Adjustments which executives and the board must make to a new chairman are healthy. Over too long a time, the executive, chairman, and board become too well adjusted to each other's ways. Also, it becomes embarrassing to change a chairman too long in office. Replacement then becomes a personal matter.

While chairmen or presidents are usually re-elected each year, the consensus is that terms of from three to four years are more desirable. Some boards have written tenure limits for chairmen in the by-laws, but many agencies handle it by unwritten understanding and precedent. The Girl Scouts recommend two possible re-elections for officers, making possible a maximum of three years.

#### NOMINATING COMMITTEES

A nominating committee charged with selecting, recruiting, and nominating board members has a year-round job. Rather than meeting once, just before election time, the nominating committee should convene occasionally. The number of replacements needed for the next election should be forecast early. Board meeting attendance and the activity of board members should be checked during the year. Those least active should be interviewed. The total board

composition should be considered to decide what kind of representation is most needed. Attention must be given early, not just before an election, if an adequate list of possibilities is to be available.

There is need for year-to-year continuity in the records, personnel, and consideration of nominating committees. Frequently, a person is proposed but not approached, for some reason. Because someone may believe the person is not available, this name never comes up again. Or, a nominating committee may approach a prospect who declines for the time being, but says he will come on later. The next year the nominating committee, working freshly, without regard to the previous year's conversation, may lose the promising prospect and perhaps some good will as well. The membership of nominating committees should rotate, with some continuity of personnel. Minutes should be kept, free of personal comment, for the benefit of next year's committee.

When the nominating committee invites someone to accept a place on a board, it is a mistake to say that there are no duties connected with the position. Board membership does carry responsibility beyond mere attendance at meetings. To deny this is not only dishonest, but it decreases the dignity and importance of the invitation.

#### **VOLUNTEER SERVICE, A PROVING GROUND**

Men and women who prove their interest and ability in committee work, campaigns, and volunteer serv-

ice within the agency are good prospects for board membership. Such participation, preparing them for board service, also offers nominating committees a way to discover abilities among volunteers. Board members who come via the volunteer route have working acquaintance with the agency, a qualification often lacking in other board members. This method of securing board members rewards those who have worked hard in the agency. Although they may not have as much community prestige as the others, they bring the viewpoint of the average member of the organization and community.

CHAPTER 5

MEETINGS  
OF BOARDS  
OF DIRECTORS

BOARD MEMBERS FUNCTION primarily in meetings, where deliberation, debate, discussion, and questioning go on as the basis for authoritative decisions. It has been consistently recognized in rulings by the courts that a corporation is ordinarily bound only by action taken by directors at a meeting. Judges apparently regard face-to-face consultation and action as more valid than ratification of circulated proposals.

FREQUENCY AND REGULARITY OF MEETING

A regular and fixed time for board meetings, which can be protected in the calendars of the members, is

essential. Advance notice should be given and telephone calls made the day of the meeting, as a reminder and attendance check. It is desirable for boards of voluntary agencies to meet monthly, with perhaps some lapse during the summer, when an executive committee is authorized to act for the board. Regular meetings put recurring pressure on the executive to prepare material for review and action. Boards that meet on call either confront an accumulation of matters to which they are forced to give superficial treatment, or they neglect many matters which do not get on the agenda.

The Kansas City study of boards<sup>1</sup> shows that half of the thirty-eight boards studied met too infrequently. Two boards failed to meet at all during the year, their work being performed by an executive committee. Only eighteen boards averaged one meeting a month for twelve months, while fourteen met four times or less. Thus, more than half of the boards met less than nine times a year.

#### PREPARATION FOR THE MEETING

The board should expect its officers to have the business, documents, and reports to come before any meeting organized and ready for presentation. Sufficient planning is a prerequisite to good meetings.

In large agencies, with much business and heavy

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<sup>1</sup> Community Survey of Social and Health Work in Kansas City, Missouri, Roy Sorenson (Community Chests and Councils, Inc., 1939), p. 23.

management responsibility, proposals should also be drafted as a convenience to the board, which may approve, reject, or modify them.

Copies of the agenda, as well as financial statements and supporting data for decisions and resolutions, should be duplicated to enable each board member to see as well as hear them. Supporting documents can be appended to agenda as exhibits. Some agencies mail the agenda, together with the exhibits, several days ahead of the meeting, in order that board members can read the material and become better prepared to give informed attention to the business.

The first draft of the agenda should be prepared by the executive. In a small agency, it is sufficient then for the president or chairman to review it, make necessary changes, and approve it for duplication. In a large agency, the executive committee may review the draft and approve the agenda.

Preparation of the documents to accompany the agenda is a responsibility of the executive.

Persons who are to submit various reports or items of business should be informed, listed on the agenda, and prepared for the presentation.

### MINUTES

The board's minutes are the record of all decisions of the board, and must be kept to give legal sanction to its decisions. They should be typed, signed by the secretary, approved by the board, and kept in the agency's office in a looseleaf book designed and used

only for that purpose. If they are circulated by mail, they can be approved as mailed without a reading in meeting. If not circularized, copies can be put before the board members for review at the meeting, without oral reading. Otherwise, they should be read aloud before approval. Written presentation of the minutes is time-saving, as errors can be detected and corrected more quickly and surely.

Actual recording and preparation of the minutes permit slanting and changes in nuances of meaning. Therefore, it is essential that the correctness of motions, as well as the summary of discussions, be certified by the board secretary.

Minutes are kept either by a stenographer, the executive, a staff member, or the board secretary. There is considerable opinion that the executive should not take minutes at a board meeting. When a stenographer, a staff member, or the executive keeps and drafts the minutes, they should be submitted to the lay secretary of the board for careful reading and approval before they are duplicated for mailing. The board secretary must not be perfunctory in this reading and approval, because he is responsible for a fair and accurate record.

### AGENDA

Agenda list matters to be brought before a committee, council, or board. What goes into the agenda determines the range of subjects to which the board gives attention and decides the completeness with

which the board fulfills the functions listed in Chapter 3.

#### FORM

The board's consideration of agenda topics will be clarified if the items of business are stated, not just topically, but in terms of the action to be taken. Thus, the following listing is incomplete:

Minutes	Interracial Institute
Finance Report	Annual Meeting
Budget	

Instead, the listing should appear:

Approval of the minutes of October 24  
Mary Doe (Secretary)

Review of the monthly operating  
statement  
(Exhibit A) John Doe (Treasurer)

Report of the Finance Committee and  
adoption of the budget  
(Exhibit B) Robert Smith (Chairman  
of Finance Committee)

Decision on whether to accept invitation  
to jointly sponsor an interracial  
institute  
(Exhibit C) Ann Jones (Executive)

Advice concerning the time and nature  
of the next annual meeting  
A. B. Black (President)

While the agenda represent advance planning, they should be flexible and not crowded. The board should not feel limited to the items listed.

Terms such as "decide," "confirm" or "approve," "review," or "advise" immediately indicate to the board the agenda objectives and cut down conversation necessary to discover what the item is about.

Exhibits, attached as indicated in the agenda above, are the monthly operating statement, the proposed budget, and the correspondence inviting the agency to jointly sponsor an institute. By having them attached, the passing around of miscellaneous papers is avoided.

Listing of name opposite the topic (not the title in parentheses, which is merely for reader identification) makes that person responsible and informs the board who will present the subject. This spreading of presentational responsibility relieves the monotony of having the president or executive, or both, do most of the talking.

#### SAVING TIME FOR IMPORTANT MATTERS

Routine administration, such as approving the minutes, reviewing the operating statement, confirming appointments, and considering committee reports devoid of issues, should be done as quickly as is consistent with intelligent action. This opens up time for discussion of matters which require group deliberation. Routine matters should not be brushed off lightly, but time is saved by preparing and circulating

the material in advance, in order to facilitate ready comprehension without needless talk.

In planning a meeting, sufficient time for discussion should be allowed for policy decisions.

#### VARIETY

In voluntary agency board meetings, it is unnecessary to adopt and follow a set order of business, such as minutes, treasurer's report, executive's report, committee reports, old business, and new business. Variety in order and method is desirable.

At monthly meetings, a treasurer's report can be quickly made early on the agenda, while a longer period, farther down the agenda can be provided quarterly, for more consideration. Committee reports might make up the entire agenda at one board meeting, while at another only one committee might report on an important issue. The executive may make a rounded report of activities at one meeting and not report again formally for six months. When some big issue is up, the board can dispense with all other business and deal with it. The conduct of business at each meeting should proceed in the light of the prevailing situation.

If executives and committees always report essentially in the same order, or if the agenda get to look pretty much the same, the board is probably in a rut. A little imagination should go into agenda.

A good exercise for sharpening insight into agenda is to analyze the minutes for the last year. Classify

the items in different areas of a large piece of paper. What matters appear and reappear? How were reports made? Where did the items come from? On what matters did the board approve, decide, review, advise, or just listen? Refer to Chapter 3 and check the items which appeared in the year's meetings with the nine functions listed.

### REPORTING

Reporting to the board is an important accounting function of the officers, executives, and committees. But unless it is well done, reporting can bore terribly, consume time, and actually fail to inform. Following are methods of reporting; when appropriately chosen, each can assist the function:

1. The report of an executive, committee, or an individual board member can be digested in a page or two. It can be added as an exhibit to agenda or written into the record, if time precludes oral presentation. A written report is particularly useful if agenda are circulated in advance.
2. A report can raise the question of policy for board discussion. In this case, the committee, executive, or individual making the report does not cover everything that can be said about the subject, but comes right to the point and presents such material as sharpens the problem, the alternatives, and often the recommendation.
3. Occasionally, a board can devote more time to

hearing reports about seldom mentioned committees or activities. This brings to the fore those phases of agency activity that have not presented policy questions and also recognizes those responsible for such reports.

#### LENGTH OF MEETING

The length of meeting depends upon how much business there is before it, how well agenda have been prepared, how reports are made, how promptly the chairman starts the meeting (especially when luncheon or dinner is served), the behavior of the executive, and the presiding ability of the chairman.

Many boards meet at lunchtime and conduct their business in an hour or an hour and a half. Experience indicates that the best meetings do not last more than two and a half hours. Generally, a meeting is from one hour to two and a half hours long. Whatever the practice, meetings should begin and end on time.

While some men's board meetings last interminably and some women's board meetings are quite short, as a general rule over the country the reverse is true. The chief reason for this is that men tend to sandwich board meetings between office appointments, whereas women are willing to give more time. Then, too, women often are less experienced in delegating and accepting recommendations of executives and committees. Business experience accustoms men to trust and depend upon delegated preparatory

work. In a men's board, usually, someone will quickly speak up and say, "What is your recommendation?" In a women's board, the members are more likely to work it all out together. The women's way is probably better, but men's boards seem unwilling to follow it. Most women also want to see all operating steps worked out before they vote with confidence on a measure. Men are more likely to decide whether a plan is acceptable, and then trust staff or committees to develop the operating steps.

Boards composed of both men and women have an advantage. They blend the more intelligent interest of women in delving deeper and exploring the operating steps and the human relations with the tendency of men to act with dispatch on the broad outlines of a proposal.

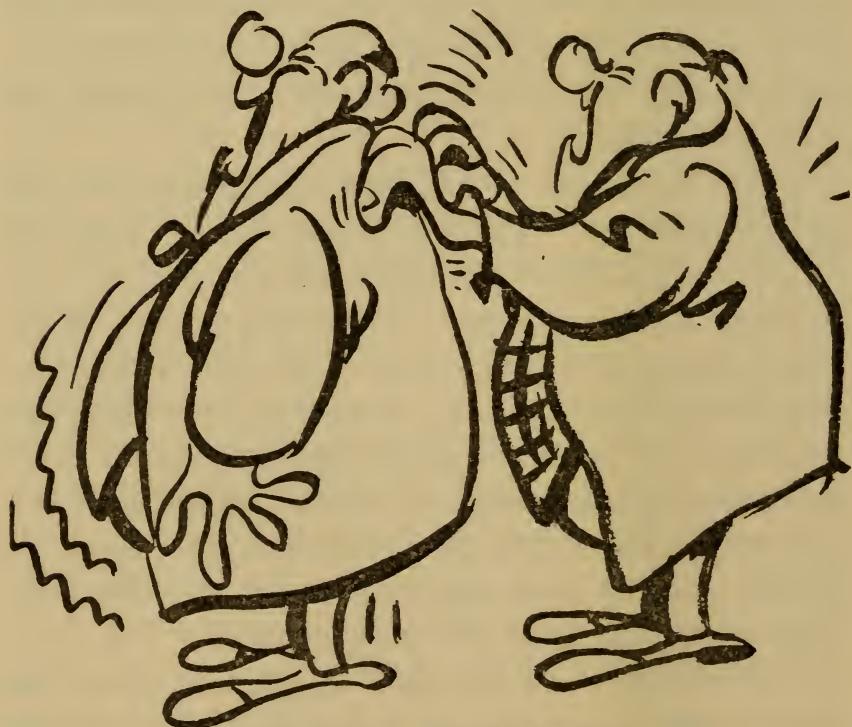
There is danger in too hasty judgments on important matters. Frequently, businessmen make decisions too quickly, by being confident that the recommendation suggested is the expedient plan. Many times decisions made in such confidence and under pressure of time have to be reversed in subsequent meetings. Oftentimes businessmen are too far from actual operations to understand the human relations involved in making decisions too hastily. This is especially true of community chest boards, where decisions must be made affecting agencies.

One safeguard is to select those who have had some experience on boards of social agencies or who have been alerted to the way the people in the agency

think or react. Decisions cannot always be made by looking at figures on paper. There are other factors involved.

It is difficult for a few women and men on a board to stop the wheels of progress at a board meeting that is pressed for time. Sometimes the vote is carried before anyone has a chance to explain the ramifications on a recommendation that has not been thought through carefully.

Board meetings, however, are not club meetings or discussion groups, where the primary test of quality is participation and growth of the membership.



THE BACK SCRATCHERS

"Play together and support each other's views and proposals."

Board meetings are called for the exercise of corporate responsibilities. The tests of quality are in terms of how well and how expeditiously the business is done. Devices for dispatch may restrict tangent discussion, but they widen the scope of control and the ultimate influence of the board upon the operations of the agency. Therefore, an hour meeting, well prepared, with pertinent documents and recommendations, may accomplish more than a two- or three-hour meeting casually prepared.

Democracy is really served, not by permitting unlimited time for talk, but by controlling, reviewing, deciding, advising, and approving aspects encompassing the widest range of the agency's corporate business, with, of course, enough discussion to safeguard against any hasty decisions which cause damage and later must be reversed.

#### ATTENDANCE OF EXECUTIVE AND STAFF

The executive should be present at all board meetings, except when his own employment and salary are being discussed. If there is not sufficient confidence in an executive to have him present at all board meetings, it is time to replace him. He should take an active part in deliberations, but of course does not vote.

It is also wise to allow other senior staff members to attend board meetings with absolute freedom. Mystery is thereby dispelled and acquaintanceship promoted. There are training values also for the staff

in board sessions. They should not be present in large numbers, but, by taking turns, several can be present at one time. They should not participate in deliberations, unless called upon by the chairman or executive.

Executive sessions can be called at the close of a meeting, when staff (excepting the executive) retire to permit the board to deal with salary adjustments and other confidential matters.

### THE BOARD MEMBER'S RESPONSIBILITY

The first responsibility of a board member is to attend meetings when possible. Despite trips, illness, and unavoidable engagements, a member should have high conscience about meetings. The Kansas City survey<sup>2</sup> showed a surprisingly poor record of attendance in thirty-eight boards. Meetings were regularly attended by only 27 per cent of 760 board members. Of these, 207 were present 75 per cent or more of the meetings; and 106, or 14 per cent, failed to attend at all in a year. While most of these were accounted for by the two boards which failed to meet during the year, yet the significant number of 234, or only 31 per cent, attended from one meeting to 50 per cent of the meetings.

Some boards have attendance rules providing that from three to five successive absences, without excuse, are cause for being dropped from membership.

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<sup>2</sup> *Ibid.*

But the excuse basis is so broad that, in effect, only those absent without bothering to register the reason are affected.

Another responsibility of the board member in meetings is to ask discerning questions:

The most effective directors, by general agreement, are those who ask the most discerning questions. The importance of this criterion is apparent when one realizes that the place of the board rightfully is removed from operations. One of the contributions a director can make to management is an independent point of view. A board can soundly decide few questions from the personal knowledge of its members. But directors can use the effective tool of asking intelligent questions to reveal blind spots in executive proposals. "The foreknowledge that searching questions will be asked is a psychological barrier to the proposal of half-baked projects," to quote one vice-president. Furthermore, by asking questions, directors do not get involved in making decisions that rightly are the responsibilities of executives. This procedure tends to keep directors out of operations and to help them think in terms of objectives and policies.<sup>3</sup>

There is always the danger that the specialist's solution may be uncritically accepted and thus substituted for real group conviction about what to do. The art of questioning is the art of translating a specialist's solution into group conviction.

A board member has the responsibility of construc-

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<sup>3</sup> *Directors and Their Functions*, J. C. Baker (Andover, Massachusetts, Andover Press, 1945), pp. 19 and 20.

tive participation in deliberations. There are some personality factors which affect board members' participation. In one of The Inquiry publications,<sup>4</sup> J. A. Urice suggested some:

1. The member with a point of reference outside the board or committee. The woman with a husband whose experience is invoked on every question; the man too aware of his section of the country; or the man who refers steadily to some other board on which he serves.
2. The restricted-interest member. The banker or lawyer whose attention is caught only at those points where his particular skill is invoked.
3. The person with an emotional fixation on some idea or panacea, swerving him off the main line of thought whenever the pet idea is touched on.
4. The loquacious person who nervously keeps adding on to what he has said.
5. The silent person who speaks only at the close of the meeting by way of passing judgment on the solution of the problem.
6. The historically minded member who keeps seeing the early days of the organization as a background for the business in hand.
7. The member who continually urges people to "be simple" in approaching the most complicated problem.

Another way of calling attention to constructive behavior on the part of board members is to do it negatively by means of caricatures:

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<sup>4</sup> *Training for Group Experience*, A. F. Sheffield (New York, The Inquiry, 1929), pp. 81 and 82.

1. *The Stuffed Shirts.* People, not very interested, who refuse to get in very deep, yet prize their names on the letterheads and act outside as though they run the agency.
2. *The Rubber Stamps.* Those who assent to everything the executive or committees bring in, either because they don't want the bother of inquiry or because they are "yes men" for the executive.
3. *The Back-scratchers.* Members who play together and support one another's views and proposals. Also those who cater to those on the board whose approval they want.
4. *The Absentees.* Members seldom present.
5. *The Watch-in-hand.* The ones who usually arrive late and leave early.
6. *The Exclusive Set.* Those who tend to elect from their own small group, making the board an exclusive club conforming to a social pattern. They tend to vote together.
7. *The Usurpers.* One-man boards—a self-perpetuating, powerful group. Those who consider the agency theirs and on whom agency groups and the community exert little or no control.
8. *The Climbers.* People whose motive for serving is to increase social prestige by association with those of greater prestige and who never get genuinely interested in the agency or the work of the board.
9. *The One-Track Minds.* Those who seek to interject hobbies or obsessions into whatever subject is under discussion.

10. *The Zealots.* Members with excessive zeal for the growth and prosperity of the agency, and with little or no concern for the community as a whole.

11. *The Electrifiers.* Those who speak with such intense emotion that it is difficult for others to think and participate in the atmosphere of tension they create.

12. *The Hedgers.* Uneasy people who can't stand controversy and try to get rid of it by generalized solutions which evade, but do not settle, the problem.

Board members acquire the art of constructive participation by recognizing these and other personality manifestations in themselves and in others.

Voting according to one's conviction is another responsibility. No matter how others may vote, a member has a solemn obligation to vote the way it looks to him. This does not mean being unwilling to change one's mind in the light of discussion and new considerations. Likewise, voting for what one believes right carries with it a willingness to accept the majority decision, even though it is contrary to his conviction.

UNEASY HEDGER  
WHO CAN'T STAND  
CONTROVERSY.



## THE CHAIRMAN AND THE EXECUTIVE

### THE CHAIRMAN AND THE BOARD

The president or chairman is the chosen leader of the board and committee forces of the agency. He is the one most responsible for the agency's policies.

The chairman of the board should be a person with standing in the community and one who has a deep sense of social responsibility. He should be neither a dictator nor a figurehead, but one who is tolerant, wise, and active; not an isolationist, but one nevertheless with some degree of devotion to the work of the particular agency of which he is chairman, and one who can speak intelligently about it.<sup>1</sup>

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<sup>1</sup> *Social Agency Boards and How to Make Them Effective*, Clarence King (New York, Harper and Brothers, 1938), p. 48.

The chairman presides at all board and executive committee meetings and is ex-officio a member of all committees. He usually appoints all committees, subject to confirmation by the board; signs contracts authorized by the board; serves as board spokesman at public occasions; confers with committee chairmen; and performs other duties prescribed by the by-laws. The board chairman is not the chief executive of the agency. In many business boards, the salaried chairman or president and the executive officer are the same person. In a large number of women's organizations, which have no employed executives, the chairman is also the chief executive. This has led some board members to assume falsely that, in health and welfare agencies, the chairman of the board is the chief executive officer. The volunteer chairman is the leader of the volunteer forces, and the employed executive is the chief executive officer.

Not all of the desirable attributes of a chairman or an executive are usually found in one person. Some chairmen are vested with leadership because of social weight, and their primary contribution is to lend prestige to the board. Others are good fronts and appear to public-relations advantage. Again, others excel in presiding with fairness, co-operation, intelligence, and skill. Still others are good organizers, who strengthen committees and exact orderliness in board business. These attributes combine in various degrees in each chairman. It is the rare chairman who excels in all.

**THE CHAIRMAN'S ROLE IN THE BOARD MEETING**

Chairmanship is an art, and good presiding and discussion leadership require more than prestige. A good board chairman should:

1. Be *familiar* with the agenda and handle the meeting himself. Respect of the board for itself and its chairman falls when the chairman constantly turns to the executive for explanations and help. The chairman should know the business at hand and how to handle it without being a stooge. He should conduct the discussion, and not let the executive take it away as soon as a topic comes up. The chairman is not a dispatcher, announcing topics and speakers; he is essentially a leader prepared for and able to conduct the discussion.
2. Blend a *businesslike* manner with *geniality* and ease. He creates a co-operative we-feeling and an at-home atmosphere of acceptance, which make participation freer and more enjoyable. A chairman, not by what he says, but by his own outgoing manner, confidence, and good humor, creates the mood of the board meeting. Some chairmen put down their heads and plow through agenda, tingeing a meeting with grim purposefulness, if not actual strain. Other chairmen err on the other side of sociability, to the neglect of businesslike dispatch. The manner of the chairman in keeping the business flowing along without wasting time, yet with social comfort, is important in board leadership.

3. State the various items of business clearly, indicating what the board needs to do about them (decide, approve, review, authorize, advise), seeing that the issues are clear and the necessary facts known, and phrasing the thought-provoking questions which stimulate the board into active participation. The board should not have to "fish" to find out the problem and the situation that created it.

4. Get routine motions put promptly. While enough opportunity for questions and corrections must be provided, the approval of the minutes, the treasurer's report, and routine resolutions should be cleared quickly, to save time for important discussions ahead.

5. Sort out phases of the problem under discussion and localize them as they appear. Frequently, problems have varied aspects and, after general exploration, the chairman needs to say, "Let's stick with this phase for a while until we get it settled; then we can tackle the other questions." Otherwise, discussion tends to vacillate among different aspects of a question, and group consensus on any one is slow to form. A chairman may say, "Let's put this in several motions and dispose of one part of the question at a time." It requires quick analytical perception on the part of the chairman to identify the facets of a problem during exploratory discussion.

6. Know how and when to put a proposition up to the board. Presentation can be overdone. There comes a time when enough of a statement about the

problem, background, and facts has been made and when the board is ready to take hold of the question. Like poor salesmen who talk themselves out of sales after the prospect is ready to buy, many well meaning chairmen and executives talk the board out of zestful participation by going beyond the board's readiness to discuss. A chairman must watch for expressions of interest and the readiness of board members to talk. He must choose the right moment to say, "What do you think?" or "What should we do?"

7. *Postpone a statement of his own position until the board is canvassed.* Board members frequently refrain from discussion after a chairman's position is declared. They assume that, since he has made up his mind, the matter is settled. A chairman interested more in his own ideas than those of others is self-centered, authoritative, and insensitive. He is likely to mute someone else who may have important contributions. A chairman's responsibility is to facilitate and reach group agreement, not to impose his position.

8. *Crystallize discussion by identifying and listing the suggested alternatives and by occasionally testing consensus.* When new ideas are no longer forthcoming and essentially the same points are being presented by different people in different words, the chairman can speed the proceedings by saying, "It seems to me that three courses of action have been suggested: one, . . . ; two, . . . ; and three, . . . .

What are the relative advantages and disadvantages of each?" Or, the chairman can informally test consensus by trying out a proposal based on the discussion, such as, "Let's see if we are in agreement. Would you all agree that our position should be as follows . . . ?" If the chairman succeeds in summing up the group's wish, it can be entered in the minutes as agreement, or the position can be phrased as a formal motion for action. If the statement does not completely satisfy the board, it serves to bring out the degree of agreement and the nature of the remaining points of difference.

Another way of informally testing consensus is to say, "This is no vote; it settles nothing. But just for our guidance at this stage in the discussion, how many of you favor course A? Hold up your hands. How many of you favor course B? Hold up your hands. How many of you are not yet sure?" This moves the group further toward the placing of the motion.

A good chairman is careful to pass on to another topic when the discussion is no longer fruitful. If decision is required, he puts the vote. If advice has been sought, he thanks the board for its ideas on the matter and passes to the next topic.

9. Try to withhold parliamentary action until the group knows what it wants to do. Strict parliamentary procedure was not devised for such small groups as board meetings. The practice of having a motion and a second before discussion tangles up many

groups and, in the end, frustrates their desire to take an action they all want to take.

Frequently, when a motion is made and seconded before any discussion, it proves to be an inadequate statement of later consensus. Then someone amends it early in the discussion. Later the amendment does not seem to fix it up, and somebody tries to introduce a substitute motion. Then it is suggested that the original mover and seconder withdraw their first motion. By that time, the discussion has become tangled up in procedure. Impatient members begin to call for the question, and a parliamentary battle impedes further pursuit of the best statement. Frequently a chairman can say, "Let's hold up motions for a while until we have explored this idea. After we know better what we want, it will be easier to frame an appropriate motion."

10. *Include everyone in the discussion, especially those with minority opinion.* Some board members participate readily, even volitely, while others are reluctant to speak. It is unnecessary for everyone to speak on everything. However, the chairman can occasionally directly ask one of the usually quiet ones, "You haven't indicated how you feel. What do you think about it?" By nonverbal expressions, such as scowls, grimness, uneasiness, or withdrawing attitude, those who dissent can be identified by the chairman. He should make sure that those who disagree are urged and helped to state their reasons. If these are important, the board will want to take them into ac-

count. If they are not important, they will partially lose their force upon those who state them and aid toward acceptance of the majority opinion.

11. Try to avoid closely contested action. If there is fairly even division of opinion on a critical subject, the action loses force in the organization and the board becomes at odds with itself. In this situation, it is best to postpone action; continue the discussion to the next meeting; or, if time is pressing, appoint a committee representing both points of view to work for a mutually acceptable solution.

12. Summarize for the minutes in closing the discussion. Organization of the content of the discussion serves two purposes. The board has the opportunity to correct the summary if it is in error, and the person taking minutes has a more authoritative basis for his report. The chairman will say, "It appears that we decided to . . ."; or, "We have concluded that, with the following safeguards, it is wise to . . ."; or, "We have reached the point where the disagreement has been partially resolved in this respect . . . , but there still remain differences of view concerning. . . ."

#### THE BOARD CHAIRMAN'S ROLE IN COMMITTEE MEETINGS

As ex-officio member of all board committees, it is at least occasionally desirable for the board chairman to attend committee meetings. This familiarizes the chairman with the details of their activities,

gives him firsthand knowledge of how his committee is functioning, and is a gesture appreciated by the committee.

However, the board chairman must sternly discipline himself to play a visitor's role, and not pre-empt the committee head's place or become an oracle pronouncing wisdom on every point. The weight of the board chairman's position makes it impossible to get into the middle of the argument without carrying the day. Committees are weakened by board chairmen who come into committee meetings to solve a problem or decide a question.

Board chairmen can be very helpful in stimulating good committee work. Frequently, executives spend a disproportionate amount of time in trying to activate committees.

#### THE CHAIRMAN'S AUTHORITY OUTSIDE OF BOARD MEETINGS

It is fortunate that the chairman is in a position to exercise a great deal of leadership in and out of board sessions. This fact and his association with the executive between meetings often prompt the assumption that the chairman's authority exceeds that of other board members. He usually has more influence, but actually he has no more authority. The board legislates, and the executive executes. The chairman has no independent powers of legislation, nor the authority to execute. His advice may be frequently sought by the executive and his counsel rather generally fol-

lowed, but such advice is unofficial and lacks vested authority. It is very easy and therefore not uncommon for the chairman to misunderstand this, and to lapse into giving orders to the executive or, what is worse, to staff members.

An able chairman knows how to counsel without taking over administrative jobs. He recognizes that each executive officer has a distinct administrative personality and encourages a new chief executive to take over the active administration in his own way.<sup>2</sup>

Likewise, it is easy and therefore not uncommon for the executive to misunderstand the nature of the chairman's influence and authority, and come to refer to him executive decisions which a chairman should not make. Growing dependence of the executive upon the chairman for operating decisions blurs lines of authority and responsibility, and changes the nature of the board and the executive directorship. It has unfavorable long-time consequences for both.

The executive, too, may tend to seek the chairman's ruling on a policy question, thereby vesting in the chairman power which actually resides only in the board as a whole. One reason why so few policy questions appear on the agenda of many board meetings is that the chairman (and in too many cases, the executive) undertakes to decide these questions without reference to the board. In emergencies,

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<sup>2</sup> *Directors and Their Functions*, J. C. Baker (Andover, Massachusetts, Andover Press, 1945), p. 123.

when policy decisions must be quickly made, the chairman and executive may jointly decide; but these decisions should be reported immediately to the board for approval.

### THE EXECUTIVE AND THE BOARD

A healthy point of view for an executive is to realize that *the expert has limitations*. As Marver Bernstein, in a paper at the 1948 National Conference of Social Work, summed up:

We must ceaselessly remember that no body of experts is wise enough or good enough to be charged with the destiny of mankind. A. D. Lindsay would like to see the expert on "tap but not on top." An indictment of the expert can be summarized as follows:

1. The expert tends to sacrifice the insight of common sense to the intensity of his experience.
2. The expert dislikes the appearance of novel views.
3. The expert too often fails to see his results in the proper perspective.
4. The expert may develop a dangerous caste spirit.
5. The expert is so immersed in routine that he lacks flexibility of mind outside his special field.
6. The expert frequently tends to develop a condescension toward the plain man.

Analytic comprehension of a special realm of facts is purchased at the cost of the kind of wisdom essential to the conduct of affairs.

The important consequence of expertness is failure to grasp the temper of the public mind. The expert tends

to push his private cures for social ills without reference to popular wants and desires. He mistakes technical results for social wisdom.

The expert is rarely the best judge of the results of the policy. Too frequently the expert dismisses the plain man as ignorant and incapable of having a legitimate judgment or point of view. He frequently forgets that although the plain man does not understand the principles of highway engineering, he certainly is capable of making judgments about the quality of the road over which he drives his car. . . . We need to be on guard lest administration itself becomes an end apart from its substantive content and the programs which it serves.<sup>3</sup>

These limitations of the expert further illustrate the need for the layman's control of policies, as provided for by boards of directors. It is by respecting the essential contribution of board members that executives are best able to become their partners.

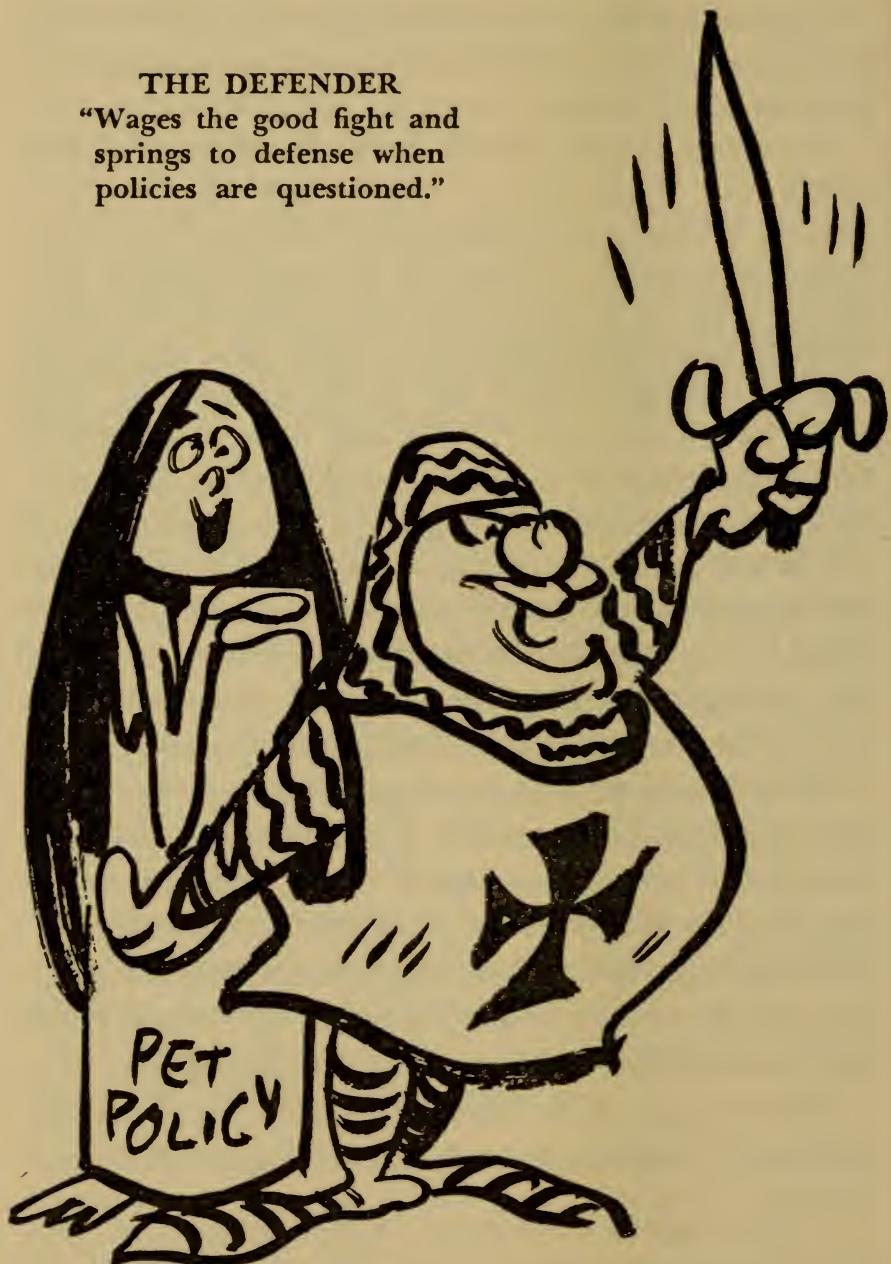
This, of course, does not argue that it is therefore wise to appoint nonexperts as executives, to protect the public from zealous experts in our agencies. A full appreciation of the need for experts and representatives of the general public together, as partners making complementary contributions, is the sound basis for the executive-board member relationships.

Determining where the boundaries are between policy and administration is an evolving process. It is

<sup>3</sup> "Limitations of the Expert," in *Proceedings 1948 National Conference of Social Work*, Marver Bernstein, based upon Harold Laski's article in *Harpers Magazine* (December, 1930), pp. 440, 441, 442, and 450.

**THE DEFENDER**

"Wages the good fight and  
springs to defense when  
policies are questioned."



harder to delineate sharply these boundaries for voluntary social-welfare boards and executives than for commercial and industrial enterprises, school boards, and public commissions. The great differences in the operations of voluntary agencies spread from budgets of ten thousand dollars to budgets of several million. The variety of subject matter considered by different types of agencies makes common definitions impossible. However, the larger the voluntary agency, the more it can profit from the experience, principles, and patterns of corporation boards and trained executives, of school boards and superintendents, and of public commissions and officials. The smaller the agency, the less important are the delineations in the functions of board and executive. It is possible for school literature to illustrate the usual and accepted boundaries in function. Exhibit II in the Appendix illustrates the differentiation that has come to be accepted practice in schools.

The principle of divisions of functions has resulted from trial and error in the experience of many kinds of boards working with many executives. It is not the welfare or pleasure of board or executive that determines the divisions, but rather the total best service to the community.

Executives do have decisions to make in administration that are not referred to the board. These decisions are not as arbitrary as they sound. Back of executive recommendations to the board and executive decisions are staff meetings, council meetings,

and group and individual consultations. A good statement of this fact is included in an article by James L. McCamy, entitled "Analysis of the Process of Decision-Making":

No single individual alone ever makes a decision in administration. He is always influenced by other persons, whether present in person or in spirit, and his conclusion is the result of advice, affection, hostility, fear, envy, admiration, contempt, or condescension involved in the complex of human relationships that pervade administration. There are terms used in the present language of management, as "single command" or "unified responsibility," which might imply that one person can be given authority accompanied by the ability to act on his own, depending only on his own judgment. No such condition can exist in fact in so far as decision-making is concerned, because interpersonal relations are inevitable and consequently persons will influence each other. The concepts of single command and fixed responsibility continue to be useful in theory and practice, but they should be understood to refer to organization and supervision and not to the process of reaching conclusions.<sup>4</sup>

It is not the intent here to catalog the many functions and responsibilities of the executive. There are many volumes which do so, ranging from Barnard's, *Functions of the Executive*, and Dimock's, *The Executive in Action*,<sup>5</sup> to books and manuals issued by

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<sup>4</sup> "Public Administration Review," in *Journal of the American Society for Public Administration* (1947), Vol. VII, No. 1, pp. 41 and 42.

<sup>5</sup> *The Functions of the Executive*, Chester I. Barnard

individual agencies. The purpose of the following five points is to identify the major responsibilities of executives in relation to the boards of directors. It is the executive's responsibility to:

1. Provide guidance toward the clarification of functions between the board and the executive. With changing presidents and board members, the evolution of practice in an agency reflects the guidance the executive has given to the kinds of things the board does and those that are accepted as executive functions. The executive should bring his best professional spirit and skill to bear upon the clarification of functions.

Bias can spring from personal preference; from clichés (as contrasted with real insight) about "volunteers," "democracy," "group processes," or "agency philosophy"; or from administrative weakness and insecurity. These biases are all professionally unworthy of trained executives. What is the best complementary contribution of both board and executive in the most effective application of money and manpower to the meeting of human needs? This is the only consideration worthy of the trust which social service places upon an executive. In general, the executive is the expert adviser when policies are being decided and the executive agent is carrying out those policies.

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(Cambridge, Mass., Harvard University Press, 1940); and *The Executive in Action*, Marshall Edward Dimock (New York, Harper and Brothers, 1945).

2. Give acknowledged leadership to the whole enterprise. An executive is responsible for co-ordinating board, committees, staff, volunteers, membership, program or service, budget, facilities, relationships, and all other resources of the organization toward the fullest accomplishment of the agency's objectives. This implies leadership in the whole enterprise.

The general executive should ideally have sufficient capacity and personality to rise above the fact that he is technically in the employ of the board and responsible legally to it, and for all practical purposes assume the acknowledged leadership. This is proposed as sound, not because the executive should dominate the board or assume that he has a vested right in his position. But both from the standpoint of new vision and planning and also from the point of view of clearly centralized operating responsibility, there has to be a head.

The good executive carries weight with his board because he works with them in ways that get results both he and they think important. Real leadership on his part, therefore, consists in applying most fully the collective wisdom of the whole board to problems arising as to the creative guidance of the organization.<sup>6</sup>

The board should recognize the executive as the agency leader; and the executive should not forget that, as an employee of the board, he must at all times fully co-operate with board members.

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<sup>6</sup> *Creative Management*, Ordway Tead (New York, Association Press, 1935), pp. 24 and 25.

This broad leadership involves many complex insights and skills. Jay Urice has analyzed some of the more socially dynamic ones in the following guides:

1. Discern focal points of concern. Be intelligent in anticipating things that will cause agitation.
2. Select concerns that are most timely. Choose the most important rather than the most strongly asserted.
3. Disturb complacency. Provide ferment for self-satisfaction.
4. Secure inclusive participation. See that all groups and viewpoints are represented in such machinery as councils, committees, assemblies, and other representative forms.
5. Discern what people really want. Underlying demands of personality are not readily revealed.
6. Relate persons, resources, and energies to the cooperative process.
7. Establish suitable categories of work. Couch problems in terms suitable to the group that is to deal with them.
8. Press for a consensus. See that it is not too general to give guidance or so specific that it limits freedom.
9. Represent established policies. On each new occasion of policy making, see that the newly established policies are known, taken into account, and followed.
10. Improve working unities. A mood or climate must be created sufficient to assure people abiding by policies they dislike.
11. Relate resources to the course of action. Find per-

sons, money, and equipment to carry out adopted policies.

12. Develop standardized procedures. Routine procedures increase organizational flexibility and permit greater freedom for inventiveness and creativity.

13. Define responsibilities and delegate tasks. Operating functions and relationships of each policy must be identified and assigned.

14. Oversee the discharge of responsibilities. Calls for formality of supervision, accounting, and reporting.

15. Submit aims and policies for progressive revision. Policies must be constantly revised and plans constantly reviewed.

16. Establish perspectives. Overviews must be established.<sup>7</sup>

3. Assure good board processes. Each year, the executive works with the nominating committee and with the elective processes. He is in the position to influence good board composition, selections, and inductions.

He has great influence in the preparation of agenda. Usually, he first drafts the proposed agenda. Whether the business is fully stated and well documented is up to the executive. The executive is the one in position to detect policy questions and refer them to the board. He usually determines whether operating or policy decisions are required. Some executives refer matters to the board when they don't know the answer and decide it themselves if they do

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<sup>7</sup> Adapted from *Working Together*, Jay A. Urice (New York, Association Press, 1940), pp. 12-16.

have the answer. This completely scrambles operation and policy.

The executive controls timing. Sometimes it is wise to let an issue come almost to a crisis, in order that the board will become aroused and take action. Likewise, the executive's preparation of agenda controls the nature of reporting and the stage of completed planning by committees before reports come to the board.

Screening correspondence, so that the board gets only correspondence worthy of its deliberation, is also up to the executive. The bulk of such material is handled/executively or channeled to the proper committees.

4. Act constructively at board meetings. Some executives deliberately sit some distance from the chairman, so as to avoid being too readily at his elbow, ready to whisper an obligato in his ear. The board meeting is not the executive's meeting; it is the chairman's. Executives should restrict their talking. It is quite unnecessary to speak on every subject. Good executives often perform better in the wings than as the star on the stage. Some of the best executives go through an entire meeting without uttering a word. Committee chairmen should know enough about their role to function at meetings without help from the executive.

This does not mean that the executive is not expected to suggest constructive solutions or propose policies on his own initiative. The board wants ideas

from the executive. But if they have already been fed into committee meetings, what is good in them appears in committee reports. When an executive brings a recommendation to the board, he should do it without strong advocacy or defensiveness. The executive must not get in the position of having either the board or himself feel that the board is passing judgment on his personal suggestions or ideas. Critical questions should be welcomed. Advocacy is unnecessary if the proposals merit acceptance and the supporting facts are provided. The executive should greet modifications as desirable to sound policy and action.

Having characterized certain types of board members as a negative way of suggesting constructive behavior in meetings (pages 85-86), it would be discriminatory to fail to do the same for executives. The types listed below are intended to highlight certain attitudes which executives should avoid. This does not mean that executives should not ever cheer, star, yield, defend, defer, persist, add, refer, or belong. It is when such behavior is characteristic of executives beyond a normal degree that their usefulness is impaired.

TYPE	ANTIDOTE
a. <i>The Cheerleaders.</i> "This is the best board, best agency, best program; we have had the best month; everything's fine."	Practice objectivity by listing limitations and prob- lems, as well as successes and favorable factors. See that some critical as well as com- mendatory remarks are

**TYPE****ANTIDOTE**

made about events and reports, in order that they may be true appraisals.

b. *The Stars.* Personal exploits are the center of reports, and some star's role is sought in each board meeting.

Practice eliminating the first person from reports to the board, and try the discipline of going through board meeting playing the minimum role necessary to transact the business.

c. *The Inbred.* "That isn't the way things are done in our agency. You don't understand our philosophy."

Inquire outside about other practices, and try some changes experimentally. You or your agency may be in a rut.

d. *The Hard-to-come-to-the-point.* Board members seldom get a "yes," "no," or one-sentence reply to a question. Long statements respond to questions, after which board members are not sure what was the intended answer.

Practice thinking of what is the answer and stating it in as few words as possible.

e. *The Buck-passers.* Shed responsibility for solutions and unload administrative problems on the board which executives should think out.

If and when a problem seems appropriate for referral to the board, prepare a suggested recommendation and, if necessary, enlist the help of staff meetings or informal conferences with individual board members or outside executives.

TYPE	ANTIDOTE
f. The Apple-polishers. Curry favor by indiscriminately indulging the views of influential board members.	Clear thinking and honesty.
g. The Hard Losers. Persist until they get their way. They often ignore or misinterpret agreements and action, or continue to bring up a matter often enough to wear down the board or committee so that it acts against its better judgment.	Accept decisions as binding, even unfavorable ones, until there is a reversal because the board or committee actually changes its stand.
h. The Overworked. Build up their role with the board and with themselves as working night and day for the cause and carrying more of a load than one person should handle.	Such a situation reflects inability to organize one's life and work, and should not be stressed lest discerning board members lose confidence in the ability of the executive.
i. The "I'm Here Too." Executives who add something after every discussion or report, even if the content is no more than, "I agree with you because . . . ."	Practice seeing how few times participation is necessary to the conclusion of the business.
j. The Good Fellows. Would rather belong than succeed, and consider rapport more important than guidance. They go along if	List aims before the meeting, check results afterward, and be honest about the gaps.

TYPE	ANTIDOTE
the board or committee gets off the track or eases off from some difficult decision.	Welcome questions as an opportunity to reach an understanding of the merits or faults of a proposition.
k. <i>The Defenders.</i> Wage the good fight for whatever must be put over in the board meeting. They spring to combative defense when board members, chest representatives, or a contributor questions anything.	
l. <i>The Blamers.</i> Foster some scapegoat as responsible for the problems of the agency. The chest, another agency, a religious faith, or some other group is blamed for difficulties.	Recognize that this is divisive in community life and that it only diverts attention from actual problems.
5. Maintain informal contacts with board members between meetings. If the executive is able to establish personal and social relationships with board members, then friendly interchanges are possible. These informal contacts further acquaint board members with the work and problems of the agency, and help the executive to get help and counsel.	
The personal and social relationships between board members and the executive should be maintained on as mutually respectful a basis of equality as possible. There have been executives who became captives of influential board members by accepting gifts and courtesies from them.	

**THE BLAMER**

"Fosters some scapegoat as responsible for the problems of the agency."

Group workers especially need to distinguish between board and club methods. There has been much value in recent application of group-work principles to administration and all forms of group behavior. However, many executives of group-work agencies tend to carry over into their board relationship the assumptions and methods that are appropriate to club or discussion groups. Dangers they need to guard against are:

1. The tendency to avoid ever making any executive recommendations to boards. The discussion method calls for starting way back with a statement of the problem, presentation of all sides, and thor-

ough exploration of all aspects of the problem. That is what is done in club or discussion groups. In boards of directors, time is not unlimited for exercising responsibility for the transaction of corporate business, for the expenditure of large sums of money, and for trusteeship for a large enterprise. The expediting of board business so that its control is actually exercised over the widest spread of policy questions calls for preparation of matters to a more completed state than is necessary in club or discussion groups. Democracy is thwarted, not served, by narrowing the board's decisions to those which can be explored thoroughly, from beginning to end, as are questions in discussion groups.

2. The tendency to confuse executive, planning, and policy-making functions. One of the principles of group work is to assist the participants to do the maximum of their own planning and execution. In following this practice, there is danger of cluttering board and committee agenda with matters that should be dealt with executively to the neglect of the larger planning and policy matters. Participating and deciding must be sorted out between executive and board, in order that each may perform proper functions.

3. The tendency to be careless about concluding a board discussion with definite action. The values of group thinking can be so prized that if there is lively interest, general participation, and good consideration of a problem, the meeting may be judged

good even if there is no action resulting or if the resulting action is not carefully worded so as to provide official policy guidance binding upon the organization. "Buttoning it up" right and in such form as is appropriate for governing board ruling is of great consequence in a board meeting, but doesn't matter so much in a club or discussion group.

CHAPTER 7

BOARD MEMBERS  
OUTSIDE OF  
MEETINGS

INDUCTING NEW MEMBERS

New members should not be left to find their responsibilities and learn basic facts about the agency without help. When a new director joins a board, he is more eager to learn and to give time and thought to finding out about the agency and the board than he may be after he is partially oriented. There are three steps in indoctrination:

1. A new member should be supplied with a packet of material, which can well include constitution and by-laws, organization chart, budget, minutes of the last twelve months, the last annual report, poli-

cies or management guide, outline of program or service, and perhaps some material on the functions of board members—this volume, for example.

2. A luncheon meeting should be arranged for new members with the chairman and executive, to explain how the agency and board operate and to give opportunity for questions.

3. A visit should be made to the agency to acquaint the new member with actual program and operations. Board members should visit the physical plant in an agency that operates one, to become familiar with the program through seeing it in action.

When people come onto civic and social boards without previous experience, it takes time for them to understand how things are done. Decisions that affect volunteer groups are not made without consideration for and consultation with those concerned. Quick decisions, made without negotiation, do not end a matter. A board will seldom take an action that might cool enthusiasm or cause the work of volunteers to fall off. This fact of social organization is readily understood by those with previous experience in junior chambers of commerce, women's clubs, and other civic and social organizations. It must be learned by those without such experience.

#### THE AUTHORITY AND ROLE OF BOARD MEMBERS OUTSIDE OF SESSIONS

Board members have no legal authority outside of

sessions, except when it is delegated. Power is sometimes given to committees, to make a study or to negotiate in behalf of the board. Board members must be careful not to appear to commit the board to any stand in private or public statement which the board as a whole might be unwilling to take. Likewise, board members should carefully avoid interfering with the efficient operations of the agency. Their interest, suggestions, and helpfulness should be freely given, but in a manner that does not appear dictatorial or that does not cut across staff lines of authority and responsibility. It is not the function of individual board members to supervise the executive administratively. Full accounting for his actions and his management should be made in board meetings, and critical questions are not out of order there. The best rule is that a board member has authority only as a member of the board as a whole, and never as an individual.

This does not mean that board members should feel inhibited from assisting between meetings. They can make calls on people as requested, secure information which is needed, report criticisms heard in the community and their sources, attend events, and help with specific programs. Voluntary agencies seek such help and provide many ways whereby board members and other volunteers can work in the agency. In this volunteer capacity, board members are aides of the executive and staff.

### PERSONAL RELATIONS OF BOARD MEMBERS AND STAFF

Board members should maintain friendly partnership relations with staff. This does not mean that close personal relationships are desirable. In more than a few isolated cases, close friendships between board members and staff have destroyed objectivity and led board members to an uncritical defense of policies associated with their friends. This situation occurs more often when departmental committees are chaired by board members who, over a long period of time, become the defenders and special pleaders for certain staff members who work with the committee.

Members of boards should hesitate to listen to staff members' complaints or suggestions which are not shared with the executive. Should criticism come to the attention of a board member, he should relay it without judgment to the executive. The chairman should be informed, however; for while such action by a staff member may most likely be a sign of a disloyal or inept employee, it may be the first clue to an incompetent executive. The main point is to protect individual board members from becoming personal courts of appeal and to safeguard the integrity of the executive's personnel administration.

# CHAPTER

# 8

## COMMITTEES

### STANDING COMMITTEES

The usual standing committees include finance, personnel, legal, program, nominating, and volunteer or leadership training. In some agencies, there are joint board and staff committees on case-work policy; in others, there are branch boards. The number of standing committees should be few. Too many standing committees for the staff available to service them leads to infrequent meetings, poor preparation, and unsatisfactory results.

Standing committees in voluntary agencies derive their powers from the board, are free to act only within set policies, have limited responsibility, and report to the board. In many agencies, they are a means by which the board transacts business.

As a rule, public agencies operate without standing committees. Many members of boards of voluntary agencies and executives also avoid them. Most public administrators believe the board should have but one, the committee of the whole. The Twenty-fourth Yearbook of the American Association of School Administrators states:

The conclusions reached on the usefulness of standing committees are all but unanimous, namely, that the board impairs its efficiency when it divides its members into committees. . . . The best results are reached when trained, full-time school administrators investigate problems and make recommendations to the entire board.<sup>1</sup>

The Yearbook goes on to report that approximately three fourths of present school boards are organized without standing committees.

George Hjelte, in *The Administration of Public Recreation*,<sup>2</sup> holds that if committees or individual members of standing committees do not assume authority, the existence of standing committees makes it convenient to assign to them matters upon which the commission may not yet be ready to act.

A good summary of the thinking of municipal administrators concerning the proper use of committees is to be found in *The Technique of Municipal*

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<sup>1</sup> *School Boards in Action*, Twenty-fourth Yearbook (Washington, D. C., American Association of School Administrators, 1946), p. 40.

<sup>2</sup> *Administration of Public Recreation*, George Hjelte (New York, The Macmillan Company, 1940), p. 136.

Administration, published by The International City Managers' Association:

Whether or not there should be standing committees in the council under the council-manager plan depends somewhat on local circumstances. The typical small council has made the standing committee system generally superfluous under the council-manager plan, but in some cities with somewhat larger councils it has been found that standing committees are favored by local tradition and are not necessarily a handicap to centralized administration.

Advocates of the committee system usually base their arguments on the greater effectiveness and speed with which council committees can discharge the duties incident to policy formation. A city manager in a large city with a council of seven members argues as follows: "It is much easier to sit down in the office with two or three men and to thrash out very thoroughly a proposition which they can support in the council as a whole than it is to sell the council on some new technical controversial matter without support within the body itself. I find it advisable at all times to discuss with standing committees major administrative policies, where these policies may have an unfavorable repercussion." In some cities, furthermore, members of standing committees have carried on valuable work in keeping the public informed of the activities of the departments with which they were most closely in touch.

On the other hand, standing committees have tended to interfere with the manager's control over administration and to slow up the work of the city government. If there is any disposition on the part of the council to

follow uncritically the advice and recommendations of its committees, or if standing committee members try to see personally that the departments with which they deal are well administered, the committee system is likely to conflict with the principle that the city manager's responsibility is to the council as a body and not to various members and groups within the council.

There is less danger in the creation of special committees to deal with particular problems. The members of such committees are less likely to interfere with the administrative control of the city manager and more likely to restrict themselves to discussions of important temporary problems.<sup>3</sup>

Standing committees in voluntary agencies are generally accepted as desirable, even though the dangers public administrators see in them are real in voluntary agencies, too. Examples are plentiful of committees that gradually assume authority over the matters assigned to them originally for investigation and recommendation only. Many boards of voluntary agencies have had their powers usurped by strong and aggressive standing committees, or have relinquished authority by letting committees make decisions the boards should make. Departmental vested interests and jurisdictional clashes are prevalent when the dangers inherent in standing committees are not heeded. When standing committees act with author-

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<sup>3</sup> *The Technique of Municipal Administration*, Municipal Management Series (Chicago, The International City Managers' Association, 1947), pp. 33 and 34.

ity for a time, unchecked, the board often faces a choice between waiving the exercise of its authority or losing the enthusiasm and services of standing committee members.

Despite the defects, the value of standing committees warrants their widespread use in most voluntary agencies. They provide a field for volunteer service and facilitate the work of the board. The dangers are not as serious as in public administration, and they seem worth the risk. In addition, the voluntary agency philosophy of maximum lay participation as a means of developing leadership lends support to the use of standing committees by voluntary agencies. It is one way both board and nonboard members are brought deeper into the affairs of the agency. For board members, it is the one way of becoming more familiar with the agency's operations.

How committees function reveals the balance between centralization and decentralization of management. The past emphasis upon centralization of management has caused many boards to fail to find a satisfactory orbit of operations for standing committees charged with supposedly important responsibilities. Committees are the means of distributing responsibility. Strong standing committees, careful not to exceed their authority, but with clear and important assignments, are necessary to avoid overcentralization in voluntary agencies. Now that decentralization is being emphasized in management, stand-

ing committees are apt to grow in importance. The balance requires important roles for committees, with safeguards against excessive authority. Any one or any group with responsibility is likely to forget boundaries and channels. This fact does not justify withholding delegations of responsibility.

One guard against the dangers of standing committees is clarifying authority, responsibilities, and duties in annual commissions issued to the committees. In the Appendix are included two sample commissions issued by one large agency to its metropolitan program committee and to one of its branch boards.

Much of the material in Chapter 5, referring to meetings of the board, is applicable to committee procedure. Careful preparation and conduct of committee meetings is essential to effective committee work. Likewise, much of the material in Chapter 6 pertaining to the role of the chairman and executive is applicable to committee chairmen and to staff assigned to committees.

### **EXECUTIVE COMMITTEES**

Executive committees have values and dangers beyond those of other standing committees. Some agencies rarely or never use executive committees. Others call them only to meet emergencies. In many large agencies, executive committees meet monthly. Their greatest value is to screen business to enable their boards to function with maximum efficiency. They

can keep in more intimate contact with problems and developments, decide minor matters, and shape board agenda. They provide a co-ordinating function and can route business to appropriate committees, to the executive, or to the board. While many executives provide this function, there are values in a committee of the officers sharing this responsibility for determining what is appropriate to bring to the board. The need for this function of clearance, screening, and co-ordinating increases with the size of the enterprise.

The danger lies in the executive committee's usurping the board's responsibilities, making too many decisions, and reducing the board to a rubber stamp. This is more likely in boards of smaller enterprises and in boards less able to handle their business. When executive committees do make decisions, chairmen should report these actions to the next board meeting for approval.

#### PLACE OF STAFF IN COMMITTEE MEETINGS

The attendance of staff at committee meetings is usual and desirable. Since planning is jointly a lay and professional responsibility, the presence and participation of staff is essential. With laymen setting policy and staff responsible for carrying it out, it is highly important that the experience of both be continuously examined. Policy and practice should go together in carrying out the agency's objectives and program.

Some agencies appoint or elect staff members as regular voting members of committees on personnel, program, volunteer or leadership training, case-work policy, or public relations. Other agencies provide for attendance and participation but do not grant votes to staff members. In committees of twelve or fifteen, where staff members constitute a very small minority, it does not matter much whether staff vote or not. Their voting does not control; therefore, unless they can persuade the committee on the merits of the case, they lose the decision anyway.

In very small committees, of five or six members, where some lay absentees are to be expected and staff members attend regularly on agency time, there is danger of usurpation by the staff. As a general rule, it is better to have staff members as planning partners, encouraged to participate freely, without a vote.

### SPECIAL COMMITTEES

From time to time, it becomes advisable for the board to appoint special committees for terminal assignments to carry out responsibilities on behalf of the board. These special committees fall into four main classifications:

1. Activity functions are assigned to special committees to carry out some such event as an annual meeting, a reception for a new staff member, or a luncheon honoring special guests. A committee is appointed to determine what must be done and how to do it, then to see that everything is carried out.

2. Adjusting functions are assigned to special committees when conflicts of interests arise within the organization or between the organization and other groups, requiring face-to-face exploration and adjustment.

3. Study functions arise when boards confront problems about which they need more information. Committees are assigned special problems to consider, issues to clarify, accessible facts and data to assemble, and the job of formulating recommendations. This is a useful method of expediting the legislative process in board meetings.

4. Selection and nominating functions arise in the selection of a new executive or election of a board officer, if there is not a standing nominating committee.

Some of these functions are performed by executive committees, if they are active and meet frequently. They can select the executive for nomination to the board, study a problem, or formulate recommendations.

Likewise, these functions are assigned frequently to a standing committee when the nature of an event or the character of a problem falls within the usual sphere of the committee. Thus, if there is a personnel committee, it might be asked to select and nominate the new executive.

Care must be taken not to weaken the jurisdiction of the standing committees. Special committees

should not be set up in fields that overlap areas already covered by standing committees. Also, issues and events in which there is much drama should not be distilled off from standing committee responsibility.

It follows from what has been said that agencies are not likely to have both a full complement of standing committees and many special committees. They are more likely to depend primarily upon one type or the other.

THE  
POLITICS OF  
BOARDS

THOSE EXPERIENCED IN boards and committees will readily recognize some common situations which require moderate political skill. Politics, in the sense used in this chapter, means prudent, expedient, or judicious handling of persons, situations, and groups to get business done effectively. The term is not used in the negative sense of fostering schemes for one's own ends or for staying in office.

Rational thinking and action are often slowed up, blocked, or detoured by inept politics. For example, failure to give persons or groups the attention they require results in much thwarting of efforts to have

proposals considered on their merits. No exhaustive treatment of this subject is necessary. But here are some common situations and methods for dealing with them:

**SITUATION**

1. Explosive feeling of an individual or group threatens to break out in a board or committee meeting.

**METHOD**

Discharge the feeling ahead of time by encouraging the person or group to talk it out, explode, or sound off before the meeting. The individual or group comes into the meeting less excited and better able to make a point rationally. The proceedings are more thoughtful, and the people involved are able to present their cause in a more rational and advantageous manner.

2. An individual or group hears for the first time a proposal which affects them or their work. Being surprised off guard, they react more to not having been consulted than to the merits of the proposals.

Discuss the matter beforehand, so they understand and are party to the proposal. Suggest that they help support the measure with informed explanation. If they do not agree, at least they do not resent the unfair disadvantage of sudden discovery without a chance to think about it. The proposal gets considered on its merit, without hurt feelings or suspicion of hidden motives. The

**SITUATION****METHOD**

people are given the courtesy of a chance to prepare for discussion on a matter close to them.

3. People take a strong early position, which later they find difficult to abandon because they are so firmly identified with their original stand.

Help people save face by giving them the opportunity to introduce an alternate or compromise solution. Or, help them feel included in the majority opinion by saying, "Mr. Blank has done us a service by making us weigh all the facts and opinions." Interpreting a defeated cause as a positive contribution alleviates hurt feelings and protects the loser's dignity.

4. Some members are slow to react to new ideas and oppose proposals because they haven't caught up with the thinking of the group.

Confer, telephone, or send material ahead of time to give them a head start. At the meeting, they then catch up and thus are not disadvantaged.

5. Proposals are received with disinterest or suspicion because the advocates are less respected, are contentious, or are identified with a hobby or obsession on the matter.

Try to secure the advocacy of a proposal by those who are trusted and have leadership with the board or committee. This is not to guarantee passage, but to assure the serious consideration the proposal warrants. The proposal is launched into discussion without being discounted because of

**SITUATION****METHOD**

the handicap of personal considerations.

6. An earnest advocate is surprised and confused by arguments against the proposal. Anger or hurt feelings often accompany the inability to meet the unexpected objections.

Help the advocate think out in advance any negative arguments which can be anticipated. Answers to these can then be prepared, sparing him the possibility of a confused defense. The objections and the answers can be weighed for their worth, adding up to a more intelligent decision. The advocate also makes a better presentation.

7. When a radical change is proposed, it takes time to adjust emotions to the new idea. If a vote is sought before strong feelings are quieted, logic seldom prevails.

Plan several sessions for the discussion of radical changes. The time between meetings permits emotions to get used to the innovation, and only then should final action be sought.

8. Advocates bring a resolution for action, only to find such serious opposition that the whole matter seems lost. Frequently, they go down fighting and bear the scars of the losers.

Prepare an alternate resolution, modifying the original proposal. This can then be introduced as a compromise if strength of the opposition requires it. Or, suggest that the matter be postponed to permit some resolution of the conflict between meetings. Sometimes, both sets of values may be incorporated in a mutually acceptable action.

**SITUATION**

9. A proposal is abruptly made as a recommendation, and only thereafter are the supporting reasons given. Some people react so strongly to the proposal that they do not listen with open minds to the reasoning that prompted it.

10. Words, with their differing meanings to people, often upset a discussion. Some words are red flags, others have unpleasant associations. The use of unfortunate words often distracts attention from the issue.

**METHOD**

In making a recommendation, build up the reasons and the steps in thinking before stating the conclusion. If the board goes through the same reasoning, they are more apt to arrive at the same conclusion.

Care in avoiding loaded words reduces the chance of distracting minds from the main point. Semantics is the branch of logic which studies the relation between words and what they signify; leaders in boards and committees cannot ignore the influence of word association, or semantics. A proposal labeled as "progressive," "democratic," or "grass-roots," has much more chance than a course of action called "radical," "authoritative," or "top-level." A proposal called "businesslike" will commend it to some and prejudice it for others. Care in recognizing the emotional connotations which flavor words can help a board keep free from the prejudice of overvaluing or discounting a proposal because of the terms used to describe it.

**SITUATION**

11. Board or committee members take strong opposing positions. Discussion proceeds as though there are but two alternatives—accepting completely, or rejecting entirely.

**METHOD**

Compromises are creative solutions, not timid surrender. Search for a middle way, which achieves something in both sets of values, may be better than either of the first extreme positions. The finding of the middle road is the high art of board politics. The habit of searching for compromises or creative new solutions results in sounder actions over a long time. It also preserves the working co-operation of all.

These few illustrations suggest that the politics within a board or committee, in the sense of doing the politic, prudent, or judicious thing, are important. The leader in any human enterprise learns the political art by trial and error. The leader with integrity uses this art to help the board or committee, and avoids disadvantaging persons and groups. Personality is respected and the board is effective when leadership gives sensitive attention to the many situations where conflict is present or potential.

CHAPTER 10

THE SPIRIT OF  
BOARDS

And though I have the gift of organization and understand all mysteries of the group process; and though I have all faith, so that I could remove mountains, and have not the spirit, I am nothing.

And now abideth businesslike methods, social processes, spirit, these three; but the greatest of these is spirit.

THE FUNCTIONS OF

boards in terms of the content of their business, their size and composition, the way their meetings are conducted, the skill of chairmen and executives, and their use of committees are very important to the

effective management of agencies. The spirit which pervades the individuals and organizations as a whole must be seen as the dynamic force which makes them go or bog down. An agency with good external methods, yet lacking in the full spirit of co-operation and dedication to a purpose, will fail; but an agency with a flourishing spirit of co-operation and active pursuit of a common purpose will overcome defects in organization and method. Boards of directors need businesslike methods and good group processes—all these and spirit too.

Without the spirit of co-operation, mutual understanding, and compromise, and the spirit to achieve common ends and further the common good, mere organization and methods are futile. These elements of spirit, morale, or *esprit de corps* cannot be legislated by a board or ordered by an executive. They are not real unless they are voluntary. They are beyond arbitrary authority. Loyalty, reliability, responsibility, enthusiasm, performance, and quality of efforts are dependent upon the spirit of the enterprise.

No treatment of boards and how they work is complete without recognition of the spiritual and psychological factors in the human relations in corporate affairs. The very nature of these dynamic elements makes it impossible to reduce them to mechanical methods. However, some of the more important conditions which favor the co-operative spirit in human activities can be identified, and the awareness of their importance can assist in building the spiritual and

psychological climate essential to a highly effective organization.

Among the more important conditions to high spirit in any corporate enterprise, simple or complex, are:

1. Common unifying purpose.
2. Willingness of individuals to contribute their talents to the co-operative system.
3. The use of authority.
4. Satisfactions for all in the organization.
5. Organizational morality.
6. Leadership.<sup>1</sup>

Each of these will be discussed for its own merits.

### COMMON UNIFYING PURPOSE

For an organization to hold together, for it to cause participating individuals to co-operate and to reconcile conflicting ideas, interest, conditions, positions, and ideals, there must be an organization purpose clear, accepted, and commanding enough to transcend individual motives. To instill belief in the reality of a common purpose is the job of board and executive together. If all the individuals and groups in an agency are working for the same clearly understood purpose, unified spirit is infused throughout the organization. Without this, there is disorganiza-

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<sup>1</sup> Indebtedness is acknowledged to Chester I. Barnard for first suggesting these ideas in *The Functions of the Executive* (Cambridge, Mass., The Harvard University Press, 1940).

tion, conflict, and lack of dependability. Therefore, boards and executives cannot ignore the continuing generation and nurturing of the common unifying purpose. Calling attention to evidence of the need for which the agency exists, to illustrations of the achievement of the organization's purpose, and to the worth of the effort and money spent are ways of reinforcing the reality of the common unifying purpose. In times of conflict, genuinely seeking what is best for fulfillment of the common purpose reinforces that purpose and lessens the force of power, face-saving, special interest, and other motives irrelevant to the organization's ultimate goal.

People whose eyes are focused upon a common objective are not so likely to turn them upon one another.

#### WILLINGNESS TO CONTRIBUTE TO THE CO-OPERATIVE SYSTEM

Co-operation springs from willingness to contribute, from positive attitudes which are engendered in the process of association toward common goals. Co-operation begets a similar spirit, while unco-operativeness germinates unwillingness to contribute.

The board itself, by the quality of its own co-operative attitudes and behavior, sets the tone of willingness to contribute talents to an enterprise. Generous, appreciative attitudes toward committee members, volunteers, staff, and related community groups create the will to co-operate and contribute unreservedly.

edly. Vindictiveness, pettiness, unco-operativeness, or indifference to others in the organization reduce the will to contribute to the organization. To those with fine spirit, like spirit is returned. From those with poor or indifferent spirit, co-operation and contribution are withheld.

### THE USE OF AUTHORITY

The spirit of an enterprise is also dependent upon how authority is understood and how it operates. Boards that affirm policies and executives who issue orders to carry out those policies especially need to have broad understanding concerning the nature of authority. To fail to do so will reap disintegration of spirit, destroy authority and morale, encourage irresponsibility, and lead to general dissatisfaction, if not actual resignations.

Barnard has stated well a fundamentally sound view of authority, the understanding of which is essential to high spirit in any organization:

Authority is another name for the willingness and capacity of individuals to submit to the necessities of co-operative systems. . . . There is no principle of executive conduct better established in good organizations than that orders (or policies) will not be issued that cannot or will not be obeyed. Most persons of experience who have thought about it know that to do so destroys authority, discipline, and morale.<sup>2</sup>

These facts mean that preliminary education and

<sup>2</sup> *Ibid.*, 167 and 184.

persuasion with those affected by policy is necessary if authority is to be real. Co-operative personal attitudes at the outposts where service is carried on are the essentials of authority. Responsibility and authority reside in those who act farthest down the line of operations, where the great bulk of organizational activity is carried on. It is as they act responsibly and carry out the policies and procedures which are formulated higher up that those policies and procedures have authority. If they do not understand, or disregard them because of disbelief or inability to carry out the policies or procedures, authority is nonexistent.

Boards and executives will exercise their authority more co-operatively if they act upon this fact of authority at the operating or service level. In addition, those on committees and in various agency groups need to realize that authority also means that, in cases of differences of judgment between groups within the organization, the body with "the authority" has the obligation to determine which judgment will prevail. There is a potential power to coerce in authority, which must be recognized even in voluntary agencies. This power may never be employed, but it does exist. Thus, willingness by all to recognize the authority of the board to decide finally between differences of judgment, and willingness of the board to persuade, explain, and win acceptance of policies, are essential to high spirit in the agency.

Top authority will be recognized and followed if

the authority of those farthest down the line is respected.

### SATISFACTIONS FOR ALL

Underlying the spirit of co-operation, mutual understanding, and compromise, and the spirit to further common ends, there must be deep and basic satisfactions for all who are related to the work of the agency. The social situation, from their point of view, must be satisfactory.

The satisfactions which men and women, consciously or unconsciously, seek in organizational activity are the feeling of doing a worth-while job in the community; personal growth by association and working with those they admire and to whom they look up; the fun of working comradeship with congenial, like-minded people with a common purpose; the reinforcement of convictions that require courage to apply; distinction, prestige, and the attainment of position; pride in doing a good job; and being lifted by patriotic, civic, or religious feeling. All of these motivate service activities.

Many of these satisfactions abound in the experience within a social agency. They do not come automatically, however; and they need to be consciously sought for all within the organization.

Leaving people out, failing to recognize and commend contributions of effort and talents, and neglecting to provide occasions when the participants in the organization can be stirred decrease the surplus

of satisfactions which a co-operative enterprise must have to be effective.

The social situation will be right from their point of view if there are basic satisfactions.

### ORGANIZATIONAL MORALITY

Organizational morality is more than the sum total of the individual morality. The organization as a whole has a morality to the extent that it functions with stable character, consistent with its ideals, and with responsibility. The nature of that organizational morality affects the spirit of the enterprise.

Organizational selfishness in a community affects the people in the agency as well as those outside. Isolationism from the community planning bodies and from the other community agencies encourages departmental isolationism. Outgoing co-operation with others in the community generates co-operation within.

Being careless with the truth in publicity or records breeds carelessness with the truth inside the organization.

The worthy ends of an agency do not justify wrong means any more than they do for an individual. Honesty and fairness with a chest budget committee, consideration for those agencies in the community with a similar function, and integrity in all business dealings will be reflected in the spirit of the entire enterprise.

The morality of the organization as a whole is

shaped by the board and affects the spirit of the agency.

### LEADERSHIP

The role of leadership in the generation and sustainment of the spirit of an organization seems so self-evident as to justify little special comment. However, Barnard's characterization of leadership as the creator of faith and the generator of the co-operative process lifts leadership to its central place:

Leadership is the power of individuals to inspire co-operative personal decision by creating faith: faith in common understanding, faith in the probability of success, faith in the ultimate satisfaction of personal motives, faith in the integrity of objective authority, faith in the superiority of common purpose as a personal aim of those who partake in it. . . . Cooperation, not leadership, is the creative process; but leadership is the indispensable fulminator of its forces.<sup>3</sup>

Leadership without authority and authority without leadership can be observed in every human activity. Bernard Baruch and Herbert Hoover have provided examples of men in national life with little authority of current position, but with large national leadership. Winston Churchill described in *The Gathering Storm* how he passed from leadership without authority to leadership combined with authority.

In every agency with high spirit, there is leader-

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<sup>3</sup> *Ibid.*, p. 259.

ship that inspires faith and that generates co-operation. That leadership can come from any member of the board and from the volunteer groups in any capacity. But without such leadership in the organization, the spirit to achieve common ends with mutual understanding and co-operation will be insufficient. Leadership within the agency, wherever it may be found, is indispensable.

When boards of directors give leadership and satisfactions to all in the organization, when they strengthen the consciousness of the common unifying purpose, and when they exercise their authority persuasively, then individuals will contribute their talents to the co-operative enterprise.

By their spirit and deed, members of boards can fulfill the ancient oath of the Athenian city-state:

We will transmit the community not less but greater, better, and more beautiful than it was transmitted to us.

## APPENDIX

**EXHIBIT I****SOME EXAMPLES OF THE BEARING OR SIZES AND TYPES OF ENTERPRISES UPON BOARD PRACTICES**

(Based upon the prevailing consensus concerning best practices)

Size of Board	Role of Executive and Scope of Board Functions	Use of Standing Committees	Place of Executive Committees	Relation of Board to Membership, Constituency, or Stockholders
Small voluntary social agency board. (One or two staff, small budget, no facil- ties.)	Executive shares management with board in formulating policies, budg- ets, and operating decisions. Execu- tive raises problems and assists in so- lution.	Usually.	None usually.	Membership representatives numerous.
Medium voluntary social agency board. (Dozen or more employ- ees, fair-sized budget, some fa- cilities.)	Executive partly shares management and functions as manager, under re- stricted authority. Executive raises problems and makes some recom- mendations.	Usually.	Often appoint- ed but meet- ings infrequent and functions usually in an emergency or in summer interim.	Citizens at large predomi- nate, with some member representatives.
Large voluntary social agency board. (Hundred or more employ- ees, big budget, considerable fa- cilities.)	Executive is manager under broad review and approval of board. Formulation of policy proposals, budget, and other recommendations shared with standing committees. Standing committees or executive bring formulated recommendations to review and approval.	Numerous and essential.	Essential, with regular meet- ings to facili- tate work of board.	Depend upon members' councils, activ- ity commit- tees, and other devices for membership through various committees.

University board of trustees.		Authority, with review and approval of board. President brings executive or faculty recommendations for board action.	Larger use of faculty committees.	represented through president; frequently alumni are represented, but rely on student councils for student expression.
Public school board.	8-12	Superintendent is manager under broad authority, with review and approval of board. Superintendent brings executive or staff recommendations for board action.	None usually.	Relation to constituency that of board of appeals.
Public agency commission.	3-5	Public official is manager under broad authority, with review and approval of board. Official brings executive or staff recommendations for board action.	None usually.	Relation to constituency that of board of appeals.
Business corporations	13*	Sometimes board chairman and executive the same. When separate executive is manager, executive brings recommendations for board action.	None usually.	Large stock-holders frequently and stockholder groups occasionally represented on board.

\* *Business Leadership in the Large Corporations*, Robert A. Gordon (Washington, D. C., Brookings Institute, 1945), summary tables of experience in 155 large corporations, pp. 117, 122, and 123.

**EXHIBIT II****ILLUSTRATIONS OF DIVISIONS OF RESPONSIBILITY  
BETWEEN SCHOOL BOARDS AND SUPERINTENDENT<sup>1</sup>****I. General Functions:**

A. **Board.** Legislates and establishes general policies, such as the scope of the educational offerings to be maintained, from nursery school to junior college; sets length of school year and vacations; decides extent of expenditures to be made for education; decides upon buildings to be provided; uses effort to secure state legislation to meet local needs; employs a professional school executive to administer the schools and evaluates and appraises his services.

B. **Superintendent.** Assumes immediate charge of the entire school system, as the board's chief executive officer in large school systems and often as its only executive officer in smaller school systems; co-ordinates the work of all administrative departments, preferably as a superior officer under whom business and other executives in the system serve; executes the policies of the board or assumes responsibility for seeing that they are executed, and recommends policies for the board to consider in improving the system and its educational service to the pupils and the community.

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<sup>1</sup> See *School Boards in Action*, Twenty-fourth Yearbook, American Association of School Administrators (Washington, D. C., 1946), pp. 49, 50, and 51.

II. Functions in Connection with Major Phases of the System:

A. Professional and Nonprofessional Employees:

1. Board. Adopts pay scales; elects or rejects employees on the nomination of the superintendent; determines principles of treatment for employees, such as those in connection with sick leaves, leaves of absence, pre-service and in-service training, retirement, and so on.
2. Superintendent. Nominates all certificated and noncertificated employees; recommends for discharge any employees rendering unsatisfactory service, within the limits of the law and board regulations; with his staff, assigns, directs, and supervises the work of all employees, with due respect for any individual rights involved; proposes adequate salary scales for different classes of employees.

B. Curriculum Offerings:

1. Board. Decides the general scope of the local educational offerings, in addition to those required by law, and passes upon instructional procedures related to controversial matters, such as those sometimes connected with religion, science, social and governmental organization, and so on, within the limits of the law and the requirement of adequate academic freedom of instructors.
2. Superintendent. With his staff, purchases approved textbooks and other instructional

guides and equipment; schedules classes for the various types of training and assigns space for them; assigns appropriate instructors for the various curriculum offerings; decides the general methods of instruction to be used; provides for the continuous revision of courses of study to meet changing conditions, by appointing teacher and possibly citizen course-of-study committees and directing the work of any curriculum experts the system may employ.

**C. Finances:**

1. **Board.** Approves and adopts an annual budget; votes tax levies if fiscally independent or, if not, recommends adequate levies to those who have the final power in the matter; decides upon the size and time of bond-levy proposals to the electors; adopts regulations for the accounting of all school funds; and so on.
2. **Superintendent.** Presents his proposed annual budget and interprets it for the board; administers the budget after it is adopted and keeps expenditures within its limits; provides for all possible economies that do not endanger educational results; directs the accounting of all school funds; makes proper financial reports to the board.

**D. Plant:**

1. **Board.** Decides what buildings shall be built, when and where, and what equipment

shall be purchased for them; decides upon extensions of buildings and any major alterations; selects and purchases school sites for future plant expansion; selects and employs school architects as needed; decides the number of caretakers for the buildings and the general quality of care to be given—all with the counsel of the superintendent.

2. Superintendent. Directs the planning of all educational features of new buildings or alterations of old buildings and counsels the architects in the general plans for such building erection; assigns caretakers to all buildings and maintains general supervision over their work; provides for needed experimentation in determining economical and otherwise efficient methods for building care and upkeep.

#### E. Pupils:

1. Board. Determines policies regarding age of school entrance, within the law; authorizes the establishment of special schools or classes, or other facilities for pupils who are physically or mentally handicapped; determines the general requirements for graduation from the various units of the system; provides for protection of health by use of school lunches, medical and dental clinics, and school nurses; makes regulations regarding corporal punishment, truancy, and delinquency.
2. Superintendent. Administers all schools and classes established by board action; di-

rects the instruction, guidance, and discipline of all pupils; directs classification, promotion, and graduation of pupils; directs research to determine resulting effects of instruction upon pupils; promotes organizations, such as pupil or student councils and Junior Red Cross, for training pupils in democratic and socially adjusted living.

#### F. Public Relations:

1. **Board.** Represents the community's attitude toward the kind of facilities to be provided for education and interprets these to the superintendent; upholds the administration of the schools before individual citizens and citizen groups; intercedes for proper and adequate state legislation and financial support for schools.
2. **Superintendent.** Directs a program for reaching the citizens of the community with adequate information about the activities of the schools, the reasons for the activities, and the results obtained; interprets the schools and the policies back of them in addresses before civic groups when called upon and as available time permits; works with parents' organizations and other groups interested especially in school welfare and progress; fits himself, with his family, into the civic, social, and religious life of the community in a constructive way.

## EXHIBIT III

COMMISSION TO THE BOARD OF MANAGERS  
OF THE PRESIDIO BRANCH  
FROM THE METROPOLITAN BOARD OF DIRECTORS  
OF THE SAN FRANCISCO Y.M.C.A.

A. General Commission: The Board of Managers of the Presidio Branch is commissioned by the Metropolitan Board of Directors to plan, co-ordinate, and control the program of the Presidio Branch within the framework of policies and plans of the Metropolitan Board.

B. Lines of Authority and Responsibility:

1. The lines of responsibility and authority are between the Metropolitan Board of Directors and the Board of Managers.
2. The lines of staff authority and responsibility are between the Managing Director of the San Francisco Y.M.C.A. and the Executive of the Presidio Branch.
3. The lines of authority and responsibility within the Branch are between the Executive Secretary and staff members.

C. Selection of Staff Members of the Presidio Branch:

1. The selection of the Executive Secretary of the Presidio Branch is vested in the Managing Director of the Y.M.C.A. of San Francisco, by and with the consent of the Board of Managers.
2. The selection of staff members of the Presidio Branch is vested in the Executive Secretary after consultation with Branch Board members most

directly involved, by and with the consent of the Managing Director of the Y.M.C.A. of San Francisco.

D. Duties of the Board of Managers:

1. To study the problems and needs of the men in the armed services on and near the post, and the patients at Letterman Hospital, and to plan program and services toward the meeting of these needs in accord with the purposes of the Y.M.C.A.
2. To plan the constituency, field of service, and program emphasis for men of the armed services on or near the post, patients at Letterman Hospital, and civilians.
3. To represent the Y.M.C.A. to the Sixth Army and the Letterman General Hospital; and inspire confidence in the Christian purposes, program, and services of the Y.M.C.A.
4. To protect the properties and assets assigned to and collected by the Branch by reviewing operating accounts, and by reviewing and approving maintenance and housekeeping plans for the building and for equipment upkeep and repair. The budget, prepared by the Branch Executive in consultation with the Metropolitan Business Secretary, must have approval of the Branch Board of Managers. When approved by both the Branch Board and the Metropolitan Board of Directors, the Executive will be responsible for operating within budgetary limits, unless changes are authorized by the Branch Board of Managers. Salaries of personnel, professional and clerical, will be determined by the Metropolitan Board of Directors.

tors, upon recommendation by the Salary and Wage Committee, with benefit of recommendations by Branch Executives for staff positions.

5. To determine policy for the use and operation of the building facilities and set the policy for rates and charges.
6. To enlist the participation, support, and leadership of an adult membership by continuous year-round efforts and especially through the membership enrollment.
7. To assume the "fair share" support of Metropolitan Services, Area and National Council, and develop a growing contributing constituency for World Service.
8. To audit, on a periodic basis, the conduct of the Branch's activities, to insure the regular and consistent conduct of activities, in accordance with established policies and procedures.
9. To report, through the Chairman, to the annual meeting of the Presidio Branch Council concerning the affairs of the Branch.
10. To submit an annual report to the Metropolitan Board of Directors of accomplishments and problems encountered in carrying out the duties and responsibilities set forth in this commission.
11. To establish such committees and advisory councils as may be deemed necessary and wise for the conduct of the work of the Presidio Branch, confirm appointments by the Chairman to such committees, issue commissions of responsibilities to the committees, and receive reports and evaluate the work of these committees.

12. To elect, subject to confirmation by the Metropolitan Board of Directors, officers of the Branch Board annually, in accordance with the Branch by-laws.
13. To hold such meetings (normally once each month) as may be necessary to transact the business arising out of this commission.
14. To conform, in addition to the policies of the Metropolitan Board, to the policies and operating plans of the Armed Services Department of the National Council, and consult them concerning any policy for the Presidio Branch which would be a change or would be in opposition to the policies of this National Department.

#### EXHIBIT IV

COMMISSION TO THE METROPOLITAN PROGRAM  
COMMITTEE FROM THE METROPOLITAN  
BOARD OF DIRECTORS OF THE  
SAN FRANCISCO Y.M.C.A.

- A. General Commission: The Metropolitan Program Committee is commissioned by the Metropolitan Board of Directors to plan, co-ordinate, and improve the program of services and activities of the San Francisco Y.M.C.A. as a whole.
- B. Lines of Authority and Responsibility:
  1. The lines of responsibility and authority are between the Metropolitan Board of Directors and the Metropolitan Program Committee.

2. The lines of staff authority and responsibility are between the Managing Director of the San Francisco Y.M.C.A. and the Metropolitan Program Secretary.

C. Duties of the Metropolitan Program Committee:

1. To study the problems and needs of the Metropolitan area as a whole, and plan program and services toward the meeting of these needs in accord with the purposes of the Y.M.C.A. In this regard, the committee is commissioned to serve as the Social Planning Committee for the Y.M.C.A.
2. To formulate over-all program policies and standards for the guidance of the branches, for recommendation to the Metropolitan Board.
3. To initiate studies, services, and reviews of program operations of each individual branch, to secure the data essential to planning best use of resources in meeting need, establishment of policies and standards, and determination of priorities.
4. To represent the Y.M.C.A. in the social and religious planning of the city, such as the Group Work and Recreation Council and the Council of Churches.
5. To authorize and evaluate city-wide councils, conferences, and events, such as Hi-Y, Tri-Hi-Y Assembly, City-wide Young Adult Council, Hi-Y Training Camp, Labor Day Outing, and so forth.
6. To determine the kind of program reporting and accounting policies needed for administration,

planning, and reporting to the Board of Directors, Community Chest, and National Council.

- 7. To review the summaries of statistical reports from time to time, for their indication of trends and problems.
- 8. To report, through the Chairman to the Board of Directors, concerning program matters.
- 9. To submit an annual report to the Metropolitan Board of Directors of accomplishments and problems encountered in carrying out the duties and responsibilities set forth in this commission.
- 10. To hold such meetings (normally once each month) as may be necessary to transact the business arising out of this commission.

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Based on a twenty-year study of hundreds of boards and committees, this authoritative guide shows in detail the functions of various types of boards and defines the specific duties and responsibilities of both lay directors and professional executives. It

- prescribes the elements of a good board or committee meeting
- describes how a good board chairman handles a meeting
- indicates the place of standing, executive, and special committees
- emphasizes the importance of the politics and the spirit of boards

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